

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

BYLAWS

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HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

PREAMBLE MISSION & PURPOSE

SECTION 1 – MISSION

The mission of Huntley Youth Football, Inc. (HYF or the Corporation) is to provide a safe and structured environment. The players will learn the basic fundamentals of the sport and a self-pride that is developed by instilling the concept of teamwork and good sportsmanship. Safety is our first concern while having fun a very close second. Our hope is that the player has come to the sport with a desire to learn the game of football. We also hope the child will walk away at the end of the season with a true understanding of the meaning of good sportsmanship, teamwork, dedication, and perseverance. We believe with proper preparation of our coaches and players, as well as the positive support from our parents, we will accomplish this goal.

SECTION 2 – PURPOSE

The purpose of HYF shall be to control, supervise, encourage, and promote football games and related activities for the youth. The purpose will be achieved by providing supervised football games and related activities. The supervisors shall bear in mind that the attainment of exceptional athletic skill or winning games is secondary to developing unity, sportsmanship, and enthusiasm along with maintaining safe and sound mental, physical, and moral conditions at all times.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE I - OFFICES

SECTION 1 - PRINCIPAL OFFICE

The principal office of the Corporation shall be located in the Village of Huntley, County of McHenry, and State of Illinois. The Corporation may also have such offices at such other places within or without the State as the Board may designate from time to time.

SECTION 2 - REGISTERED OFFICE

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state. The Registered Office and Agent shall be:

*Michael J. Fleck, Esq. of the Law Office of Michael J. Fleck, P.C.,
11608 Dean Street
P.O. Box 992,
Huntley, Illinois 60142.*

ARTICLE II - MEMBERS

SECTION 1 - INITIAL MEMBERS

The eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of the Corporation or by such rules and regulations as may be prescribed by the Board. All such resolutions or rules and regulations relating to members adopted by the Board of the Corporation shall be affixed to the Bylaws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

SECTION 2 - MEMBERSHIP QUALIFICATIONS

HYF membership shall:

1. consist of any parent or legal guardian of a participant(s)-and any coach without a participating player who is in good standing and has completed the application process and passed a background check and
2. be determined annually through the HYF registration process.

A PARTICIPANT shall be defined as any individual under the age of eighteen (18) who is actively taking part in the activities and programs provided by HYF and who is in good standing with the Board.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE II - MEMBERS (continued)

SECTION 2 - MEMBERSHIP QUALIFICATIONS (continued)

The decision of the Board shall be conclusive as to the determination of a participant's or coach's good standing. All members shall reside within the boundaries of School District #158, except that the Board may accept members and players not residing within the boundaries of School District #158, *provided* that each member and sponsored participant shall meet the requirements of, and be approved by, The Chicagoland Youth Football League (TCYFL). Members and players shall be accepted by HYF in accordance with HYF's Nondiscrimination Policy as hereinafter provided.

SECTION 3 - TERMINATION OF MEMBERSHIP

Membership shall be determined as set forth in Article II, Section 2. Membership shall be terminated upon the happening of any of the following events: (1) failure of an existing member to re-register as a part of HYF's annual registration process, (2) rejection of a member's re-registration by the Board, (3) death of the member or participant(s), (4) lack of good standing of a participant(s) or member for a period of thirty (30) days, (5) resignation or expulsion, or (6) dissolution or liquidation of the Corporation.

SECTION 4 - SUSPENSION BY BOARD

Any member or participant who, in the sole discretion of the Board, acts in any manner that is determined by the Board to be detrimental to HYF may be suspended or banned from membership and/or participation in HYF. The Board decision shall be final and binding. Suspended or banned members and/or participants shall not be entitled to reimbursement of any membership or other fees, costs, or expenses.

SECTION 5 - ANNUAL MEMBERSHIP MEETING

PART (a) GENERAL The Annual Meeting of the Members of the Corporation shall be held in December for the purpose of electing the Board and for the transaction of other such business as may come up before the meeting. The first Annual Meeting shall be held on a date within twelve months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.

PART (b) LOCATION Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of the Corporation may from time to time fix. The Annual meeting shall be held at such a place as designated by the Board.

PART (c) CALLING MEETINGS Annual or Special Meetings of Members may be called by the Board or by any officer of the Corporation instructed to do so by the Board, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE II - MEMBERS (continued)

SECTION 5 – ANNUAL MEMBERSHIP MEETING (continued)

PART (d) NOTICE Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for the Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meetings are called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail not less than ten (10) days or more than fifty (50) days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office and or posted on the league's website and sent via e-mail. Any meeting of members may be adjourned from time to time. In such event, it shall be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting shall, constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the Bylaws of the Corporation adopted by the Board, together with a concise statement of the changes made.

PART (e) MEMBERSHIP LIST At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefore, any member who has given written notice to the Corporation, which request shall be made at least ten (10) days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

SECTION 6 - ANNUAL REPORT

At each Annual Meeting of Members, the Board shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

SECTION 7 -ADMINISTRATION OF MEETING

PART (a) PRESIDING OFFICER Meetings of the members shall be presided over by the following officers, in order of seniority – President, Executive Vice-President, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Corporation shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

HUNTLEY YOUTH FOOTBALL, INC.

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ARTICLE II - MEMBERS (continued)

SECTION 7 – ADMINISTRATION OF MEETING (continued)

PART (b) ORDER OF BUSINESS The order of business at all meetings of members shall be as follows:

- . Roll Call
- . Open address to the Board
- . Report of standing committees
- . Officers' reports
- . Old business
- . New business

SECTION 8 - VOTING BY PROXY

Voting by proxy is not allowed at the annual meeting.

SECTION 9 - INSPECTORS

The directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability.

The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

SECTION 10 - QUORUM

Except as provided by law, Directors shall be entitled to cast a majority of the total number of votes and entitled to be cast at the meeting, shall constitute a quorum at a meeting of Directors for the transaction of any business. The Directors present may adjourn the meeting despite the absence of a quorum. Each Director shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of Directors is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the Directors entitled to vote.

SECTION 11 - RECORD DATE

The Board of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than fifty (50) days and not less than ten (10) days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if not notice is given, the day on which the meeting is held.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE II - MEMBERS (continued)

SECTION 11 – RECORD DATE (continued)

The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board for such adjourned meeting.

SECTION 12 - MEMBERSHIP CERTIFICATES

The Board may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board and may bear the seal of the Corporation or a facsimile thereof.

SECTION 13 - CAPITAL CONTRIBUTIONS

In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Articles of Incorporation of the Corporation, each certificate evidencing such capital contribution shall confirm to the law of the State of Incorporation.

SECTION 14 - VOTING

PART (a) NUMBER OF VOTES Each family of a child or children in the program shall constitute one member and one vote, regardless of the number of children participating in the program.

PART (b) MEMBER'S VOTER ELIGIBILITY REQUIREMENTS Unless otherwise provided by law, no member shall have the right to vote on amendments to these bylaws or the articles of incorporation, as all amendments shall be voted on by the existing Board. Each member shall have the right to vote on the election of the Board at the Annual Membership Meeting provided they are in good standing and provide valid identification.

PART (c) COACHES Any coach without a player participant who is in good standing may vote.

ARTICLE III BOARD OF DIRECTORS

SECTION 1 - MANAGEMENT

The management of HYF shall be vested in a Board of Directors, to be known as the Board, comprised of sixteen (16) members. The directors will be charged with the active management and direction of HYF for the coming year. The Board shall be elected by members of HYF as provided in Article II, Section 14, Part (b). The Board shall meet monthly. In an effort to ensure maximum safety and solid role models for all young athletes, a background check will be completed on any volunteers within an official capacity. These checks will be completed and recorded prior to the installation of any new Officers with HYF.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE III BOARD OF DIRECTORS (continued)

SECTION 2 - GENERAL POWERS

The affairs of the corporation shall be managed by or under the direction of its Board. By resolution, the Board shall adopt Rules and Regulations necessary and proper for carrying into execution the plenary powers vested in the Board, including but not limited to any rule governing registration fees, league fees, participants, coaches, background checks, teams, equipment, and scheduling.

SECTION 3 - NUMBER, TENURE, AND QUALIFICATIONS

Each director shall be at least eighteen (18) years of age, and shall be a member of the Corporation during his/her directorship. The Board may consist of sixteen (16) persons, but shall not consist of fewer than three (3) directors, unless otherwise provided by the Illinois General Not for Profit Corporation Act. Subject to the foregoing, the number of Board may be fixed from time to time by action of the Directors. The number of Directors may be increased or decreased by action of the Board, provided that any action by the Board to affect such increase or decrease shall require the vote of a majority of the entire Board. No decrease shall shorten the term of any director then in office.

SECTION 3 - INITIAL BOARD

The first Board shall consist of those persons elected by the Incorporators or named as the initial Board in the Articles of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the membership shall elect directors to hold office until the next Annual Meeting as hereinafter provided. Each director shall hold office until the expiration of the term, for which he/she was elected, and until his/her successor has been duly elected and qualified, or until his/her prior resignation or removal as hereinafter provided.

SECTION 4 - REMOVAL, RESIGNATION, AND VACANCIES

PART (a) REMOVAL Any or all of the members of the Board may be removed with or without cause by vote of the members of the Corporation. The Board may remove any director thereof for cause only.

PART (b).RESIGNATION Any director may resign at any time by giving written notice to the Board or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. Acceptance of such resignation shall not be necessary to make it effective.

PART (c) VACANCIES Newly-created directorships or vacancies in the Board may be filled by a vote of majority of the Board then in office, although less than a quorum, unless otherwise provided in the Articles of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

SECTION 5 - REGULAR AND SPECIAL MEETINGS

PART (a) REGULAR MEETINGS A regular Annual Meeting of the Board shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board from time to time.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE III BOARD OF DIRECTORS (continued)

SECTION 5 - REGULAR AND SPECIAL MEETINGS (continued)

PART (b) NOTICE No notice shall be required for regular meetings of the Board for which the time and place have been fixed. Special Meetings may be called by or at the direction of the President or by a majority of the directors then in office.

PART (c) SPECIAL MEETINGS AND NOTICE Special meetings of the Board may be called by or at the request of the president or any four (4) directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them. Written, oral, or any other method of notice of the time and place shall be given for Special Meetings of the Board in sufficient time for the convenient assembly of the Board. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice.

SECTION 6 - QUORUM

Except to the extent herein or in the Articles of Incorporation of the Corporation provided, a majority of the entire members of the Board shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors and must be present at such meeting. Whenever a vacancy on the Board shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the act of the Board shall be by a majority of the directors present at the time of a vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

SECTION 7 - ADMINISTRATION OF MEETING

The Chairman of the Board, if any, shall preside at all meetings of the Board. If there be no Chairman or in his absence, the President shall preside and, if there be no President or in his absence, the Director of Football Operations shall preside and, if there be no Director of Football Operations or in his absence, any other director chosen by the Board, shall preside.

SECTION 8 - 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 Board, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation.

SECTION 9 - INFORMAL ACTION BY DIRECTORS

The authority of the Board may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE III BOARD OF DIRECTORS (continued)

SECTION 10 – COMPENSATION

The Board shall receive compensation for services to the corporation as directors equal to the sum of one annual enrollment fee; in lieu of payment, Directors can have one player fee waived at time of registration. Directors may receive reimbursement for approved expenses by resolution of the board or in the manner of obtaining services or capital that was approved by the board of directors. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation there for.

SECTION 11 - PRESUMPTION OF ASSENT

A director of the corporation who is present at a meeting of the Board at which action on any corporation 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 his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 12 – COMMITTEES

Whenever the Board shall consist of more than three (3) directors, the Board may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board may delegate, except to the extent prohibited by law. In addition, the Board may establish special committees for any lawful purpose, which may have such powers as the Board may lawfully delegate.

ARTICLE IV OFFICERS

SECTION 1 -OFFICERS

The officers of the corporation shall include a president, a treasurer, and a secretary, as appointed by the Board. One or more vice presidents, and such other officers, may be elected and appointed by the Board. 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 Board. Any two or more offices may be held by the same person except the offices of President, Treasurer and Secretary.

SECTION 2 - ELECTION AND TERM OF OFFICE

The officers of the corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board.

HUNTLEY YOUTH FOOTBALL, INC.
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ARTICLE IV OFFICERS (continued)

SECTION 2 - ELECTION AND TERM OF OFFICE (continued)

Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, 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.

SECTION 3 - REMOVAL

Any officer elected or appointed by the Board may be removed by the 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 person so removed.

SECTION 4 - PRESIDENT

The President will preside at all meetings of the Board and shall, in general supervise and control all businesses and affairs of the HYF.

Specific jobs delegated to the President:

1. Organize and head all monthly Board meetings.
2. Appoint special committees and select the Coaching Committee for Board approval.
3. Coordinate special board meetings as requested by a board member
4. Serve as backup to the Director of Football Operations
5. Select vendors for pictures and spirit wear and submit for Board approval.

SECTION 5 - TREASURER

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the HYF. He/She shall deposit all funds received in the name of the HYF in such banks and/or depositories as selected in accordance with Huntley Youth Football and HYF Bylaws or Resolutions. The Treasurer must issue at the monthly board meeting, a financial statement reflecting receipts, expenditures and balance at the end of the previous calendar month.

Specific jobs delegated to the Treasurer:

1. Prepare overall yearly master operating budget for the January Board Meeting (Picnic, Homecoming, Banquet, startup costs, insurance, advertising, etc.)
2. Accumulate registration fees through registrar.
3. Accumulate all the funds from the various fundraisers (walk-a-thon, candy sale, sponsor money, concessions, etc.)
4. Work with committees in the development of a budget and report monthly to the Board on the status of the budget
5. Maintain records of all the cash flow; through a ledger or log book for purposes of IRS investigation.
6. Collect and file all invoices of creditors.
7. Release funds for the purpose of the general maintenance of the program.
8. Coordinate all insurance matters for the League.
9. Facilitate the annual audited financial statement as required by IRS designation 501(c)3.

HUNTLEY YOUTH FOOTBALL, INC.

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ARTICLE IV OFFICERS (continued)

SECTION 6 – CORPORATE FUNDRAISER

The Corporate Fundraiser shall execute the objectives of the Board with respect to revenue producing projects.

Specific jobs delegated to the Corporate Fundraiser

1. Organize and work with local businesses in soliciting money (write sponsor letter, arrange for newspaper space, deliver team pictures or plaques to the sponsors, etc.)
2. Work with major corporations to solicit sponsorship money.
3. Work with local newspapers to promote Huntley Youth Football.
4. Oversee the fundraising events that are selected by the Board. Oversee all facets of events.

SECTION 7 - SECRETARY

The Secretary will be responsible for all the administrative functions within the HYF.

Specific jobs delegated to the Secretary:

1. Take minutes at each Board meeting and provide written copies of minutes to all Board Members at following Board meeting.
2. Arrange and communicate the location for Board Meetings
3. Oversee all general correspondence distributed to players, coaches, and parents.
4. Maintain records for coach's certifications, background checks, player medical, and registration forms
5. Web site maintenance
6. Coordinate Picture Day for the program.

SECTION 8 – EQUIPMENT MANAGER(S)

The Equipment Manager(s) will be responsible for all the football gear and accessories needed to properly outfit the HYF teams. The Board shall consist of three (3) Equipment Managers.

Specific jobs delegated to the Equipment Manager:

1. Organize the distribution of equipment to the players and coaches at the beginning of the season and the collection of equipment and the end of the season.
2. Provide access to spare parts, tend to repair needs of equipment and oversee the general maintenance of the football equipment for each individual coach and team.
3. Evaluate equipment condition (helmet reconditioning, worn out shoulder pads, pants, rib pads etc.)
4. Keep the equipment shed orderly and organized for the purpose of easy access and the keeping of an accurate inventory of all HYF equipment.
5. Project annual equipment needs.
6. Prepare and present the annual equipment budget for the January Board Meeting.
7. Obtain competitive bids from prospective suppliers of equipment.

SECTION 9 – CONCESSION MANAGER

The Concessions Manager will be responsible for managing a concession stand during home games in an effort to generate revenue and provide a service for the HYF.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE IV OFFICERS (continued)

SECTION 9 – CONCESSION MANAGER (continued)

Specific jobs delegate to the Concessions Manager:

1. Arrange for the setting up and taking down of the concession stand at the beginning and close of each season
2. Arrange for the setting up and taking down of the concession stand on game day.
3. Organizing, staffing and purchasing for the concession stand on game day and any special events throughout the season with volunteer and paid help.
4. Work closely with Treasurer regarding funds needed to maintain the concession stand by keeping records of the revenue generated by the concession stand.
5. Prepare and submit budget for upcoming fiscal year.
6. Maintain proper working relations with the HHS Athletic Department and Booster Club
7. Design and develop menu with products and purchasing.
8. Arrange for the purchasing and stocking of the concession stand with the necessary food, drink, and snacks needed for each home game. Make sure that proper clean up procedures are performed after each home game.

SECTION 10 – FIELD MANAGER(S)

The Field Manager will be responsible for the care and management of HYF fields and field equipment. The Board shall consist of four (4) Field Managers.

Specific jobs delegated to the Field Manager:

1. Coordinate and liaison with District 158 staff and others on issues related to field usage, handling of emergencies, maintenance of fields and storage
2. Set up fields weekly in preparation for game day.
3. Prepare and maintain practice and game field.
4. Set up use of and oversee volunteers to facilitate ease of set up and take down of field equipment on game day.
5. Maintain and make available practice field equipment.
6. Work with High School, Park District or other entities to secure field use and care.
7. Responsible for emergency phone access.
8. The Field Manager shall be responsible to purchase all the field equipment and will submit a budget for the year at the January meeting.
9. Coordinate with D158 and affiliates any donations from HYF.

SECTION 11 – VOLUNTEER COORDINATOR

The Volunteer Coordinator is responsible to coordinate with and to all Team Moms for each Team within HYF.

Specific jobs delegated to the Volunteer Coordinator:

1. Select a Head Team Mom and coordinate all HYF functions with her.
2. Coordinate the delivery and communications regarding team schedules, parent assignments, and maps to game field, etc.
3. Develop and run a volunteer schedule.
4. Develop and coordinate the spirit wear order forms for parents
5. Coordinate any Cheerleader communications on behalf of HYF.

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ARTICLE IV OFFICERS (continued)

SECTION 12– REGISTRAR

The Registrar shall act in the capacity of enlisting players for registration with HYF.

Specific jobs delegated to the Registrar:

1. The Registrar should be knowledgeable of all aspects of HYF as the Registrar is the first contact for questions concerning the program.
2. The Registrar shall maintain all participants' records and shall make them organized and ready for team selection.
3. Be responsible for registration day and its appropriate advertisement. The Registrar shall also be responsible for ongoing registration after registration day until and including the filling of roster spots once practice has begun.
4. Accumulate and be responsible for collection of all registration fees.
5. Oversee registration and recruitment of players, and provide information to the public in the form of flyers, newspaper advertisement, and part district listing, about the HYF program.
6. Help Volunteer Coordinator with the volunteer schedule.

SECTION 13 – DIRECTOR OF FOOTBALL OPERATIONS

The Director of Football Operations will be HYF communiqué with the TCYFL concerning all league matters.

Specific jobs delegated to the Director of Football Operations:

1. Attend monthly TCYFL meetings in addition to any special meetings pertaining to league matters.
2. Take notes and provide a report to the Board each month.
3. Pay dues, league fees, referees insurance premiums and associated costs to the league.
4. Present protests and recommendations on behalf of HYF coaches and Board.
5. Present any special scheduling requests of HYF to the league scheduling committee.
6. Organize, supervise, and maintain the field marshals.

ARTICLE V ELECTION AND TERMS OF OFFICE

SECTION 1 - TERMS

Each officer's term shall be for two (2) years with subsequent terms to be determined by secret ballot at the December meeting of the HYF members who meet the qualifications for membership as stated in Article II. The slate of officers shall consist of the following directors:

- President 1 Odd Years
Treasurer 1 Even Years
Corporate Fundraiser 1 Odd Years
Secretary 1 Odd Years
Equipment Manager (1) & (3) Odd Years and (2) Even Years
Concession Manager 1 Even years
Field Manager (1) & (3) Odd Years and (2) & (4) Even Years
Volunteer Coordinator 1 Odd Years
Registrar 1 Even Years
Director of Football Operations 1 Even Years

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE V ELECTION AND TERMS OF OFFICE (continued)

SECTION 1 - TERMS (continued)

A current Board Member can be considered for removal from the Board if 1/3 of the full Board recommends consideration for removal to the President of the Board. The President will call a special closed session board meeting to discuss the reason(s) for consideration. After full review, A 2/3 vote of the full Board is required to remove a Board Member from his/her post. The removal will be effective immediately after the vote is taken.

SECTION 2 –NOMINATIONS

The Secretary shall accept nominations at the November Board meeting or through email up until the regularly scheduled November Board meeting. The Board may extend the date due to scheduling conflicts with proper notice and acceptance. A nomination for a board position must be accompanied by a petition consisting of at least two (2) current Board members and fifteen (15) active members of HYF. Effective January 2011 nominations will only be accepted from members who have been part of an HYF committee for one year and have attended a minimum of four (4) Board meetings during that calendar year. Additionally, nominations will only be accepted for the offices of President, Treasurer and Director of Football Operations from members who have already served at least one full term on the Board in another Board position.

The President will present a recommended slate of Officers for the election and the Board members will approve the slate by voting on recommended candidates. If not approved the slate will be revised and then must be approved by majority of the Board members. The final slate of officers shall be presented by the current year Board at the regularly scheduled November meeting. Any candidate shall be allowed to run only for one officer position. Once the slate of the officers is determined at the regularly scheduled November Board meeting and thereafter published, the slate shall be closed and no new names can be placed for nomination. Additionally, the Board can, upon proper motion and vote by the present Board, and without the need to amend these Bylaws, add additional officer positions to the November slate of officers as needed due to growth in HYF. The Board may also reduce the number of board members once current terms have expired or if members resign.

SECTION 3- ELECTION

The election will be held at the regularly scheduled December Board meeting. All HYF members that meet the qualifications for membership as stated in Article II will be eligible to vote. At the December Board meeting there will be secret ballots available. There will be no absentee ballots accepted for the election. Any incomplete ballot will be considered null and void and will not be counted. The completed ballots will be tallied by the Secretary and overseen by a member of the Board that is not currently up for re-election. Open balloting will be for 1 hour.

SECTION 4 - VACANCIES

A vacancy in office, due to death, resignation, or otherwise, may be filled by the Board with the President's permission for the remaining portion of the term. If the previous year's Board cannot slate a full roster of the above officers for the following year, then without need to amend these Bylaws, the Board shall have authority to submit a slate of officers that it determines can adequately provide the leadership and operations for HYF and fulfill the purpose of HYF as stated in the Preamble.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE VI MEETINGS OF THE BOARD

SECTION 1 - ANNUAL MEETING

Members of the Board shall attend the Annual Meeting of the Members of HYF as provided for in Article II, Section 5, Part (a).

SECTION 2 - MONTHLY MEETING

Monthly meetings are held on the second Tuesday of each calendar month. Meetings are subject to change with President's approval. Any such change would be posted for the HYF members to view on the HYF website. In the absence of the President, the Director of Football Operations shall preside over the meeting. Monthly meetings shall be open to general HYF membership but only elected Board members shall have voting privileges, unless the vote is for the annual election of Board members. General HYF members shall be allowed to take part in any discussion prior to any vote. The Board, with the President's permission, may enter into a closed session at any time. In a closed session only members of the Board will be allowed in the meeting.

SECTION 3 - SPECIAL MEETINGS

An unscheduled Special Meeting of the Board may be called by the President of HYF only if a topic of business must be decided by the Board prior to the regularly scheduled monthly meeting and of which waiting would be detrimental to HYF. If the President of HYF feels the need to call such a meeting, all Board members must be notified no less than forty-eight (48) hours in advance of said meeting. A quorum must be established in order to have motion presented and voted on at any specially called meeting. The only business that shall be presented at such a meeting are those matters for which the unscheduled meeting was called. All other matters must be presented at a regularly scheduled monthly Board meeting.

SECTION 4 - MEETING LOCATION

Meetings of the Board may be held in a place as designated by the President. Special meetings shall be held at such a place as designated by the President or at such places as the written petition of the membership shall designate.

SECTION 5 - ABILITY TO ADDRESS THE BOARD AT ANY MEETING

Members must request time at the monthly meetings and report topic(s) to be discussed twenty-four (24) hours prior to each meeting by contacting the Secretary. Failure to do so will prohibit the member from making a presentation to the Board at that meeting. If permissible and time allows, the President or presiding officer may allow general members to speak before the board; but it is at the will of the presiding officer.

SECTION 6 - ATTENDANCE AT ALL MEETINGS

All members of the Board are expected to attend all scheduled meetings. Excused absences will be granted with proper reasons and procedures being followed. All absences (with reason for absence) must be reported to the President or Secretary of the Board prior to all scheduled meeting dates. Any member of the Board missing three (3) consecutive meeting dates with or without excused absence may be removed from the Board without need for a vote.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE VI MEETINGS OF THE BOARD (continued)

SECTION 6 -ATTENDANCE AT ALL MEETINGS (continued)

If a Board member fails to attend 75% of the regular scheduled meeting dates or is deemed by the Board as non-participatory, that individual will be put on probation and voting privileges will be restricted until the Board votes to reinstate the member. The member may be asked to resign his/her position if satisfactory duties are not fulfilled as described in Article IV.

SECTION 7 –QUORUM

A quorum must be established at any meeting of the Board before any motions can be presented or voting can take place. A quorum shall be established with 50% of the elected Board in any given year present.

SECTION 8 - VOTING

Any vote required by the Board at any given meeting shall require a majority vote after a quorum has been established. The President and/or presiding officer shall not cast a vote unless a tie vote has been established. A Board Director may vote by proxy. This type of vote may be requested by a Board Director to the President or Secretary no less than 24 hours prior to the meeting where the vote will take place. All Board Members must be notified during the meeting of anyone who will be voting by proxy. Votes will be tallied and communicated by the Secretary after the forty-eight (48) hour deadline.

ARTICLE VII CONFLICTS OF INTEREST

SECTION 1 - PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This may also apply to a general member of HYF.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2 - DEFINITIONS

A) **Interested Person.** Any director, principal officer, or member of a committee or commission with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family of any General Member of HYF (1.) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (2.) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (3.) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE VII CONFLICTS OF INTEREST (continued)

SECTION 3 - PROCEDURES

- A. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- C. **Procedures for Addressing the Conflict of Interest.**
- (1) *An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.*
 - (2) *The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.*
 - (3) *After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.*
 - (4) *If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.*
- D. **Violations of the Conflicts of Interest Policy.**
- (1) *If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.*
 - (2) *If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.*

SECTION 4 - RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE VII CONFLICTS OF INTEREST (continued)

SECTION 4 - RECORDS OF PROCEEDINGS (continued)

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5 -COMPENSATION

Members of the governing board, committees, and commissions shall abide by the following rules whenever the issue of compensation is pending

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6 - ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person

1. Has received a copy of the conflicts of interest policy.
2. Has read and understands the policy,
3. Has agreed to comply with the policy.
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
5. Has read and signed the confidentiality agreement.

SECTION 7 - PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in increments, impermissible private benefit or in an excess benefit transaction.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE VII CONFLICTS OF INTEREST (continued)

SECTION 8 - USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII FINANCIAL POLICY

SECTION 1 - FINANCES AND EXPENDITURES

The Board shall decide all matters pertaining to the finances of HYF and it shall be the permanent policy to place all incomes in an HYF Treasury. No expenditure over \$500 shall be made without approval of the full Board. Only the President and Vice President may authorize expenditures of less than \$500 and only one is permissible per calendar month, said expenditures must be disclosed to the full board at the following monthly meeting.

SECTION 2 - ANNUAL BUDGET

All members of the Board must submit an annual budget based on their responsibilities. All budgets must be approved by the Board before any purchases can be promised or made from a stated supplier.

SECTION 3 - CONTRACTS

The Board may authorize any officer or officers or agent or agents of the corporation, 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 corporation, and such authority may be general or confined to specific instances.

SECTION 4 - CHECKS, DRAFTS, ETC

All checks, drafts, or other orders of payment of money shall be signed by either the President or Treasurer.

SECTION 5 – DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select. All deposits shall be made within 10 days of receipt.

SECTION 6 – GIFTS

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE IX COMMITTEES

SECTION 1- COMMITTEES

The Board, by resolution adopted by a majority of the directors in office, may designate one (1) or more committees, each of which will consist of two (2) or more directors and such other persons as the Board designates, provided that a majority of each committee's members are directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed on it, him, or her by law.

SECTION 2 - COMMISSIONS OR ADVISORY BODIES

Commissions or advisory bodies not having and exercising the authority of the Board in the corporation may be designated or created by the Board and shall consist of such persons as the Board designates. A commission or advisory body may or may not have directors as members, as the Board determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the Board or to the officers of the corporation.

SECTION 3 - TERM OF OFFICE

Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the directors of the corporation and until his or her successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board, or commission by the Board, or unless such member shall cease to qualify as a member thereof.

SECTION 4 - CHAIR

One member of each committee, advisory board, or commission shall be appointed chair.

SECTION 5 – VACANCIES

Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6 - QUORUM

Unless otherwise provided in the resolution of the Board designating a committee, advisory board, or commission, a majority of the whole committee, advisory board, or commission shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board, or commission.

SECTION 7 - RULES

Each committee, advisory board, or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE IX COMMITTEES (continued)

SECTION 8 - INFORMAL ACTION

The authority of a committee may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

ARTICLE X BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board and shall keep at the registered or principal office a record giving the names and addresses of all directors. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI FISCAL AND ORGANIZATIONAL YEARS

The fiscal year of the corporation shall begin on January 1st of each calendar year and end on December 31st of the same calendar year until amended by resolution of the Board. The Organizational Year of HYF for the purposes of organizational functions, such as the terms of elected Officers, shall begin on January 1st of each year and end on December 31st of that year. For financial purposes and the filing of all Regulatory Reports with the Federal, State, and Local Agencies, the fiscal year shall coincide with the Organizational Year.

ARTICLE XII SEAL

If the Board shall adopt a corporate seal, the seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois." 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 XIII 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 the bylaws of the corporation, a waiver thereof in writing, signed by the 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.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE XIV INDEMNIFICATION

SECTION 1 - INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION

The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2 - INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION

The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3 - RIGHT TO PAYMENT OF EXPENSES

To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE XIV INDEMNIFICATION (continued)

SECTION 4 - DETERMINATION OF CONDUCT

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made

1. By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding.
2. If such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion
3. By the members entitled to vote, if any.

SECTION 5 - PAYMENT OF EXPENSES IN ADVANCE

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 6 - INDEMNIFICATION NOT EXCLUSIVE

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 7 - INSURANCE

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE XIV INDEMNIFICATION (continued)

SECTION 8 - REFERENCES TO CORPORATION

For purposes of this Article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

SECTION 9 - OTHER REFERENCES

For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee, or agent of the corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

ARTICLE XV CONFIDENTIALITY

SECTION 1 - CLOSED SESSIONS

No member of the Board shall disclose to any other person or entity any Information received or conveyed at a closed session of the Board, including any Information that is non-public, confidential or proprietary in nature. Information includes information transferred orally, visually, in writing, electronically or by any other means.

SECTION 2 - BREACH OF CONFIDENTIALITY

Any breach or violation of this Article XV by any member of the Board shall be deemed an unreasonable, bad faith and willful act and shall constitute grounds for dismissal from the Board. No member of the Board in violation of this Article XV shall be entitled to indemnity, pursuant to Article XIV of these bylaws, with respect to any liability that arises out of the conduct that amounts to a violation under this Article XV.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE XVI NONDISCRIMINATION POLICY

SECTION 1 - RACIAL NONDISCRIMINATION POLICY

The corporation adopts the following statement as the official policy of the corporation:

HYFC admits participants of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and other school administered programs.

SECTION 2 - EMPLOYEE RACIAL NONDISCRIMINATION POLICY

The corporation adopts the following statement as the official policy of the corporation:

HYF is committed to a policy of nondiscrimination in matters of employment of faculty and staff and promotes the hiring of qualified individuals without regard to race, creed, color, sex, age, or national origin, provided that they meet the established requirements. HYF is an at-will employer. The corporation shall include its racially nondiscriminatory policy in all its brochures, catalogs, and handbooks dealing with the employment of any employees of the corporation.

ARTICLE XVII AMENDMENTS

SECTION 1 - POWER TO AMEND

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested solely in the Board unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

SECTION 2 - VOTING

The bylaws shall only be amended by two-thirds (2/3) vote of those present at a properly convened meeting with a quorum of the Board established. Each member of the Board of the corporation shall also be served with a written copy of the amendment at least 48 hours prior to the regular or special board meeting.

SECTION 3 - PROPOSALS

Any HYF member may propose an amendment to the Articles of Incorporation or these Bylaws by submitting it in writing to a Board Member for consideration.

SECTION 4 – PROXY

Directors on the Board shall not be allowed to vote by proxy with respect to any amendment to these Bylaws.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE XVIII - Playing Rules

SECTION 1 - GENERAL RULES AND REGULATIONS

1. All members of HYF shall abide by Huntley School District #158's rules and regulations while using their facilities.
2. All members of HYF shall also abide by the rules and guidelines of the (TCYFL).
3. All other rules and regulations, unless otherwise covered specifically by a rule or regulation of HYF, shall be governed by IHSA Rules.
4. All members of the HYF shall abide by the Huntley Youth Football rules and regulations.

SECTION 2- REGISTRATION FEES

1. Annual registration fees shall be evaluated and voted on each year by the elected Board of Directors at any time from January 1st to March 1st of the fiscal year, unless registration takes place after March 31st of any given year. In any case, said registration shall not take place without registration fees being previously evaluated and approved by the Board of Directors.
2. Registration fees shall be payable at the time of registration by all participants making written application for participation in the HYF program.
3. Any applicant determined to cause a hardship by payment of registration fees shall be reviewed by the Board of Directors on a case by case basis.
4. All participants must pay before registration is accepted; if a hardship or scholarship is requested the player will not be registered until final determination has been made.
5. HYF maintains a scholarship program to enable eligible players to participate with all or a portion of their registration fee waived. Anyone can request that the Scholarship Committee consider an individual for a scholarship by submitting a request in writing to the President. This request should explain the circumstances surrounding the request. All information concerning the request, including the participant's name, will be held in confidence by the Scholarship Committee and communicated internally only to those board members that would be involved in administering the scholarship.
6. A Scholarship Committee will exist of an odd number of board members and will be charged with reviewing, administering, and maintaining a fund set aside for said purpose.
7. Any request for refund of registration fees prior to the start of the first practice session shall be honored and a refund given. Thereafter, upon the start of the first practice session, a no refund policy shall be in effect.
8. All refunds will be minus a registration fee set by the board to cover costs incurred in preparation for the season. This fee will be evaluated along with the registration cost and noted on registration forms. If a player's jersey(s) have been purchased the player will be allowed to keep said jersey(s) for the cost of purchase and shipping.

SECTION 3 - LEAGUE FEES

League fees shall be paid to the TCYFL or any other football league that the Board of Directors has voted to participate in, according to their annual determination as voted on by their own Board of Directors.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE XVIII - Playing Rules (continued)

SECTION 4 - BACKGROUND CHECKS

1. All individuals that fill key positions or are in some way assigned a volunteer assignment that is deemed sensitive to the position will warrant a background check for behavior inappropriate to the mission of Huntley Youth Football.
2. Background checks will be completed and recorded prior to the 1st day of practice.
3. Any new Board members or coaches must wait until the background checks are completed and recorded before operating in an official capacity for HYF. Background checks will not be performed on junior coaches (under the age of 18).

Board members and Coaches are qualified for consideration in positions with Huntley Youth Football exception of the following:

1. Any felony convictions within the last 15 years.
2. Currently serving a sentence for any felony or serious misdemeanor conviction such as larceny, assault on female, injury to real property, or any criminal activity.
3. Any narcotic drug law offense within the last 10 years.
4. Violation of domestic abuse or child abuse laws.
5. Conviction of an offense related to sex or sexual misconduct.
6. Any other individuals with misdemeanor convictions or other issues will be reviewed by the current Board and voted on in closed door session as to whether or not he will be allowed to serve in an official capacity with this organization.
7. Any individuals where the above applies will not be within 25 feet of any players or cheerleaders at any HYF practice or game. He/she will be in the stands with other spectators during any HYF games.
8. Each year the registrar will provide a list of all volunteer positions to the President and Secretary for the purpose of obtaining background checks. Each volunteer will sign a release to authorize a background check prior to HYF investigating with the Illinois State Police and other local authorities.

SECTION 5 – COACHES

The sole responsibility for selection or retention of coaches of HYF is vested in the Board of Directors after a full review of each applicant applying for a coaching position. Any coach that violates the rules and regulations of TCYFL and the Huntley Youth Football may be immediately dismissed from coaching.

1. **Coaches Committee.** A Coaching Committee will exist of an odd number of Board members, the committee will have full power to act on behalf of the Board of Directors. The Coaches committee will submit to the Board for vote the names of all head Coaches and provide verification of appropriate required certification in accordance with TCYFL Bylaws. This shall be done prior to the first scheduled practice. Any Board Member may object to the selection of any Head or Assistant Coach. A closed session will be held to discuss the reasons for any objections of selected Coaches and a vote will be taken by secret ballot. This vote will determine if the Coach in question may coach with HYF. It shall also be the responsibility of the Coaches committee to work with all the Head Coaches to ensure that coaching experience is evenly distributed throughout all teams in HYF.
2. The Board of Directors has the authority to reprimand and/or dismiss at any time any coach, either head or assistant, after notice has been given to said coach of such pending action and after a full review and majority vote by the Board of Directors.
3. The Coaches Committee has the authority to reprimand and/or dismiss at any time any coach, after notice has been given to said Coach; appeals may be granted to the full Board of Directors for review at the next schedule board meeting and all appeals will follow the standard practice for addressing the Board of Directors.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE XVIII - Playing Rules (continued)

SECTION 5 – COACHES (continued)

4. The Coaches committee has the authority to immediately suspend any coach for actions that violate TCYFL rules, HYF rules, and for behavior that is not in keeping with the Mission and Purpose of HYF; the suspension from coaching will apply until the Coaches Committee has made a decision regarding the coach in question, this period will not exceed 48 hours and while suspended the coach in question will not be allowed to be on the field with the players and must remain in the stands with other parents.
5. Each team will be allowed one (1) Head Coach and three (3) Assistant Coaches assigned to a team (Total of 4 Coaches per team) the Bantam level may be allowed 5 coaches (1 Head Coach and 4 Assistant Coaches).
6. If a head coach resigns his position, it shall be the Board of Directors' responsibility to determine who shall be awarded that position after a recommendation from the Coaches Committee.
7. Head coaches will not have the authority to remove an assistant coach without approval of the Board of Directors.

SECTION 6 - PLAYERS

1. All football players and parents must provide HYF with the following during registration and no player will be allowed to participate in the first scheduled practice until this requirement is met;
 - a) Copy of Birth Certificate
 - b) Copy of Proof of Insurance
 - c) Signed Medical Waiver
2. All players will play at the level where they will be most competitive and in accordance with TCYFL written guidelines and rules. Players will be weighed in just prior to team selection and will be assigned to the appropriate Division and Team at that time. Weigh-in will be in accordance with TCYFL rules for game day weigh-ins. -Any 8th grader is allowed to elect to try out for the Big Ten Heavyweight Team regardless of weight. If he is not selected to the Big Ten Heavyweight Team he will then be placed in the division appropriate for his weight level. No player shall play outside his weight and/or age classification unless approved by the Board.
3. Any player not wanting to participate in Big 10 or MAC 10 (competition football) must declare this in writing prior to evaluations and will be placed on a team and division determined by the Board.
4. Any exception for consideration will be made on a case by case basis by player and must be voted on by the Board. The Head Coaches impacted must also be in agreement with the decision to consider an exception before Board consideration.

SECTION 6 - DRAFTING

1. After a period of evaluation and conditioning as set forth by TCYFL rules, a draft of players will be held. Draft procedures will follow that of the TCYFL. Big 10 selects top 18 or more, MAC will select next 18 or more. If two or more MAC level teams exist a MAC draft will take place.
2. PAC 10 drafting will occur after competition teams are selected. The purpose of PAC 10 is primarily instructional; players not wishing to play competitive football in accordance with section 6 sub-section 3 will not be eligible for draft and will be appointed to a team by the current Coaching Committee & Board.

HUNTLEY YOUTH FOOTBALL, INC.

(As of March 12, 2013)

ARTICLE XVIII - Playing Rules (continued)

SECTION 6 - DRAFTING (continued)

3. All selections and Drafts will be overseen by the appointed Division Coordinator and a HYF Board member as designated by the coaching committee. All disputes will be settled by the Coaching Committee and any disputes will only be heard by the Full Board after a proper request has been made.

APPROVED:



Ron Ricciardi, President



Lisa Boland, Secretary

I/We, the above signed, hereby certify this document as a duplicate original of the BYLAWS OF HUNTLEY YOUTH FOOTBALL, INC. And to be a true and correct expression of the provisions adopted by the Board on March 12, 2013; WHEREFORE I set my hand and affix the corporate seal.