

**NEW MEXICO
YOUNG AMERICA
FOOTBAL LEAGUE
BY-LAWS**

6/7/2015

NEW MEXICO YOUNG AMERICA FOOTBALL LEAGUE BY-LAWS

Table of Contents

Article I Organization and Membership.....4

1. Organization
2. Class of Membership
3. Qualifications
4. Term
5. Rights
6. Objective
7. League Age
8. Corporate Year

Membership Meetings

1. Annual Meetings
2. Special Meetings
3. Quorum

Article II Board of Directors.....6

1. Duties
2. Number and Term of Directors
3. Ex-Officio Executive Board Membership
4. Regular Meetings
5. Special Meetings
6. Quorum

Article III Officers.....7

1. Officers
2. President
3. President Elect
4. Secretary
5. Treasurer
6. Vacancies/Exception
7. Holding of More Than One Office
8. Committee and Chairman
9. Removal from Office

Article IV Miscellaneous Regulations.....9

1. Execution of Instruments

- 2. Fees
- 3. Coaches Council
- 4. Young America Cheerleaders
- 5. Officials Association

Article V Amendment of Articles or By-Laws.....10

- 1. Authority to Amend
- 2. Procedure for Amending

Secretary’s Certificate

Certificate of Comparison

Article of Incorporation

NEW MEXICO YOUNG AMERICA FOOTBALL LEAGUE BY-LAWS

Article I

Organization and Membership

Section 1. Organization

A league is the instrument through which team memberships are chartered by the New Mexico Young America Football League (NMYAFL) Headquarters. A league when applying for a charter must prepare and submit to NMYAFL Headquarters a map of the area in which the league operates and upon which the boundaries of the league have been drawn. When incorporating, a league must prepare and submit to NMYAFL a constitution and by-laws consistent with all rules, regulations and policies of NMYAFL. When granted a charter by NMYAFL, the league is granted membership in the NMYAFL organization as an Associate Member, with all of the attendant benefits and responsibilities.

Section 2. Classes of Membership

There will be three classes of membership: General Membership, Special Membership and Associate Membership

Section 3. Qualifications

General Membership:

Any person who has a child properly registered and assigned to any team sanctioned by this corporation is considered a General Member. General Members are limited to voting in those matters affecting the parent compliment of each team as designed by the Board of Directors from time to time. In addition to their assigned duties as team manager(s), or their alternates, they will serve as Special Members. All of the General Members shall meet at the call of the Head Football Coach for the purpose of electing Special Members. The Special Members shall be made up of four members, of which, one is the Head Football Coach, and one is the Head Cheer Coach and two general members from the team. If there is no Head Cheer Coach then the team shall elect three general members, for a total of four Special Members per New Mexico Young America Football League team.

Special Membership:

Special Members will serve this corporation as voting representatives of all General Members at each Annual and any Special Meeting. Current board members shall be Special Members. All Special members shall each have one vote on any matter requiring a vote of the membership, including the election of persons to the Board of Directors. Each Special member shall be provided a membership card. These will be exhibited as voting credentials at the Annual and Special Meetings.

Associate Membership:

Associate members are satellite organizations who have been granted a charter in accordance with the procedures described in Section 1 and hold voting rights only within the Chartered Organization.

Section 3. Term

General membership will be valid from the time of registration, to the official close of the then current football season, to include all post season games.

Section 4. Rights and Privileges

No property shall be held in the name of any individual member of this corporation but any property of the corporation shall be held in the name of the corporation. All members are entitled to vote as specified in Article I, Section 2, of these By-Laws; and each member of this corporation is entitled to all rights and privileges of the membership.

Section 5. Objectives

It is the intent of this corporation that it shall be comprised of persons who are interested in the development of youth for the highest standard of competitive football and cheer and to instill in such youth the spirit of sportsmanship, goodwill and fair play. To this end, the officers and members shall do their best to provide qualified and capable coaching and officiating personnel.

Section 6. League Age

The minimum and maximum ages shall be defined by the League Rules Committee and approved by the Board of Directors.

Section 7. Corporate Year

The corporate year for the purposes of holding elections, term of office and for such other reasons as may be required, except for fiscal purposes, shall commence on the first Sunday in December. The corporate year for financial purposes shall end at midnight on the last day of December.

Membership Meetings

Section 1. Annual Meetings

The annual meeting of the membership shall be held each year in Albuquerque, New Mexico, on the first Sunday in October at a place and time to be designated by the President of the corporation. Voting for memberships may be seated separately upon the presentation of their credentials.

Section 2. Special Meetings

A special meeting of the Special Members may be called at any time by the President or by a majority of the Board of Directors. The method by which such meeting may be called is as follows: on receipt of a specification in writing setting forth the date and objects of such proposed special

meeting, signed by the President, or by a majority of the Board of Directors, the Secretary or an assistant secretary shall prepare, sign and mail or email notices requisite to such meeting. Such notice may be signed by the Executive Director. At least ten (10) days prior to the date fixed for the holding of any special meeting of members, notice of the time, place and purposes of such meeting shall be posted on the website and/or transmitted electronically, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 3. Quorum

A quorum for any meeting, annual or special, shall be five percent (5%) of the designated Special Members.

Article II

Board of Directors

Section 1. Duties

The Board of Directors shall set the policy and guidelines for the overall operation of this corporation. It shall receive the reports prior to implementation of the findings. The Board may refer back to committee for further study or they may debate and set policy without referral. At the Board's discretion it shall be the prerogative and duty for the Board to consider all items of disciplinary action taken by those in whom the Board has vested specific authority and in all other matters as set forth in these By-Laws. The Board of Directors is the highest authority in all matters pertaining to this corporation.

Section 2. Number and Term of Directors

The Board shall have fifteen (15) members to include nine (9) elected members, the President of the Coaches Council, the President of the Young America Cheerleaders, the President of the Young America Cheerleaders Coaches Council, the President of the NMYAFL Officials Association, one member to, to serve at the discretion of the President, appointed by the newly elected President to serve for a term of one year, and one member nominated by the President-Elect and confirmed by the vote of the Board. The nine (9) elected members shall serve for staggered terms of three (3) years each. The outgoing President and Secretary will preside until the new Board elects a President, President-Elect, Secretary, and Treasurer for the new year. The President-Elect is still eligible to serve as President even if even if the designate does not have time remaining on his/her term. In that event the President may not appoint a Board representative. The Board cannot exceed 15 members. Should a vacancy occur on the Board, the Board of

Directors shall designate a new Director to fill the vacancy until the annual meeting of the corporation at which time an election will be held to fill the unexpired term or if the term has then expired, to complete the membership of the Board. Membership in this corporation is not a prerequisite for being elected to the Board. The newly elected Board members, together with holdover members, will commence the new corporation year as the “new Board of Directors” at the regularly scheduled monthly meeting in December of each year.

Section 3. Mandatory Ex-Officio Executive Board Member

If the immediate past President does not have any time left on said term, that person becomes an Ex-Officio Executive Board Member for one year immediately following said term.

Section 4. Regular Meetings

A regular meeting of the Board of Directors shall be held monthly on a regular day and time as determined by the Board of Directors. No notice of this regular meeting of the Board shall be required.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by the President at any time by any means of written notice by mail, electronic transmission or posting or by phone call, of the time, place and purpose thereof to each Director as the President at his discretion shall deem sufficient.

Section 6. Quorum

A majority of the Directors shall constitute a quorum.

Article III

Officers

Section 1. Officers

The Executive Officers of the corporation shall consist of the President, President-Elect, Secretary, Treasurer and the President of the Young America Cheerleaders, as well as the President of the Coaches Council. The officers shall be elected by and from the Board of Directors at the December meeting following the Annual Meeting of the corporation. Employees of NMYAFL may not be Directors, or any Board member’s immediate family. This shall not include seasonal employment requirements. Officers shall hold office until their successors are chosen, or unless they are sooner removed from office as provided by these By-Laws.

Section 2. President

The President shall be the Chief Executive Officer of the corporation. The President shall preside over all meetings of the Board and of the members, shall be Ex-Officio, a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the Office of the President of a corporation. The President shall promulgate policy and foster long term planning objectives. The President shall also serve as Chairman for the Board of Directors.

Section 3. President-Elect

The President-Elect shall administer and oversee the day to day general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The President-Elect shall perform the duties and exercise the powers of the President during absence or disability of the President; and shall perform whatever other duties as from time to time the Board of Directors may direct.

Section 4. Secretary

The Secretary shall attend all meetings of the Members of the Board of Directors, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. The Secretary shall perform such other duties as may be delegated by the Board of Directors.

Section 5. Treasurer

The Treasurer shall have primary responsibility for the fiscal accountability of the corporation.

Section 6. Vacancies

In the event that a vacancy occurs in any of the offices of the corporation for any reason, the Executive Director, unless vacant, the Secretary, unless this is the office vacant, and then the President, may issue notice for a Special Meeting of the Board of Directors and the unexpired term may be filled by the Board of Directors at this special meeting or at a regular meeting.

Exception: In the event that a vacancy occurs in the Office of the President, the President-Elect will assume the Office of the President for the remainder of the year. The Board of Directors shall elect a new President-Elect at its first regular meeting after the succession.

Section 7. Holding More Than One Office

Members of this corporation shall not be eligible to hold more than one (1) elective office except as specified by these By-Laws.

Section 8. Committees and Chairmen

The President of the Corporation shall have the authority to appoint committees and chairmen who serve at the will of the President for whatever purpose he may deem necessary.

Section 9. Removal from Office

Any Board Member who misses more than two (2) consecutive regularly scheduled meetings without excuse to the President or Executive Director and acceptable to the Board may be automatically dropped from the Board and will be notified of this action in writing by the President. The Board of Directors by a two thirds (2/3) majority vote of its members may remove an officer or a Board of Director of the corporation with or without cause.

Article IV

Miscellaneous Regulations

Section 1. Execution of Instruments

All checks, drafts and orders for payment of money shall be signed in the name of the corporation and by any other methods as the President deems necessary.

Section 2. Fees

The Board of Directors shall establish fees for participation in League Activities and the same shall be considered a qualification for current valid membership in the corporation. The amount, time of payment and particulars pertaining to such fees shall be determined by the Board of Directors by resolution.

Section 3. Coaches Council

The Board of Directors, at its discretion, may authorize the formation of a Coaches Council in conjunction with the corporation and such a Coaches Council shall be authorized to operate under its own regulation as approved by the Coaches Council; however, any such regulations are subject to the Articles and By-Laws of the corporation. The Coaches Council regulations and any revisions thereafter must have approval of the Board of Directors. The Coaches Council President shall be elected by the members of the Coaches Council for a period of one year, and will serve with the approval of the Board of Directors. The Coaches Council President can then appoint the other officers for the Coaches Council.

Section 4. Young America Cheerleaders

The Board of Directors, at its discretion, may authorize the formation of the Young America Cheerleaders in conjunction with the corporation and as such the Young America Cheerleaders shall be authorized to operate under its own regulations; however, any such regulations adopted by it are subject to the Articles and By-Laws of this corporation. The Young America Cheerleaders regulations and any revisions thereafter must have the approval of the Board of Directors. The President of the Young America Cheerleaders shall be appointed by the President of the Board of Directors or elected by the Young America Cheerleaders Coaches Council as determined by the

President of the Board of Directors. The President of the Young America Cheerleaders can the appoint or hold elections for the other officers of the Young America Cheerleaders. The Coaches Council of the Young America Cheerleaders may elect their own Coaches Council President at their first regularly scheduled Coaches Council meeting after the commencing of the business year for NMYAFL.

Section 5. Officials Association

The Board of Directors, at its discretion, may authorize the formation of an Officials Association in conjunction with the corporation and such an Officials Association shall be authorized to operate under its own regulation as approved by the Officials Association; however, any such regulations are subject to the Articles and By-Laws of the corporation. The Officials Association regulations and any revisions thereafter must have approval of the Board of Directors. The Officials Association President shall be elected by the members of the Officials Association for a period of one year, and will serve with the approval of the Board of Directors. The Officials Association President can then appoint the other officers for the Officials Association.

Article V

Amendment of the Articles or By-Laws

Section 1. Authority to Amend

The Board of Directors of this corporation has the authority by resolution to recommend changes to either the Articles or By-Laws of this corporation, or by presentation to the Board of Directors of a written petition signed by five percent of the General Membership, calling for a vote to amend the Articles of Incorporation or corporate By-Laws, the Board of Directors must call for a Special Meeting for the Special members to vote for an amendment within thirty (30) days of presentation of the petition to the Board.

Section 2. Procedure for Amending

The President shall direct that all Special Members be notified in writing or by electronic transmission of the time and place for a meeting of the Special Members and to further inform in such notice as to the nature of the proposed amendment and further that a vote will be had as to whether or not to adopt or reject the proposed amendment. A two-thirds (2/3) vote of the Special Members present either at the Special Meeting or an Annual Meeting shall be necessary to accept or reject the Articles of or By-Laws of the corporation.

Adopted By a 72 for and to 2 against vote of the Special Members present this date: June 7, 2015

James Summer
Secretary