

BY-LAWS

of the

Berkley Steelers Football Teams, Inc.

Adopted November 15,1988

A NONPROFIT ORGANIZATION UNDER THE LAWS OF THE STATE OF MICHIGAN

ARTICLE I

TITLE

The name by which this Corporation shall be known is:

Berkley Steelers Football Teams, Inc.

ARTICLE II

OFFICE

The *principal* (orig. doc had principal as principle; changed 02/05) and registered office shall be located at the discretion of the acting President of the Corporation.

ARTICLE III

PURPOSE

The purpose of the Corporation is:

- (A) To be organized and operate exclusively to foster amateur sports competition as described in sections 501(c)(3) and 501 (j) of the Internal Revenue Code of 1986 (or any corresponding provisions of any future United States Internal Revenue Code).
- (B) To promote citizenship, sportsmanship, fellowship, and physical development among the youth of the School District of the City of Berkley, Michigan or any

nearby community, provided that it is in accordance with those provisions set by the ROYAL OAK YOUTH FOOTBALL LEAGUE (now known as the OMYFA: Oakland Macomb Youth Football Association) or any similar football league which may be formed and of which this Corporation is a member.

- (C) To sponsor and promote organized sports events for such youth, including football and cheerleading teams eligible to play in the Royal Oak Youth Football League (OMYFA) or any similar football league which may be formed.
- (D) To purchase and own athletic equipment and facilities necessary to the sponsorship of the sport of football and cheerleading, including the purchase and ownership of real estate to be used as athletic fields or gymnasiums.

ARTICLE IV

MEMBERSHIP

- (A) Any persons, whether mother or father or legal guardian of a child who is eligible to participate in the program of the Berkley Steelers Football Teams, Inc., along with current season's coaches and board members all in good moral character and conduct, shall be eligible for membership in this cooperation. Above persons will be allowed to be voting members and will be allowed to vote at the annual meeting.
- (B) The annual dues shall be a minimum of one dollar (\$1.00) U.S., due and payable annually between the dates of August 1 and October 31 of each year and the payer thereof shall be a Member until the following August 1st. However, to become a Voting Member, additional dues (no less than one dollar (\$1.00) U.S.) as determined by the Board of Directors and must attend the annual or any special meetings of the Voting Members.
- (C) Any member, whether voting or nonvoting, who shall fail to pay the annual dues between the dates in Article IV (B) and for ten (10) days thereafter shall be suspended from all privileges of membership.
- (D) The Secretary shall compile and maintain a roster of members (voting and nonvoting) in good standing and their addresses as they appear on the registration form. Such roster shall be made available to any member in good standing for examination during the usual hours of business upon receipt by the Secretary of a written request at least two (2) days in advance of requested date.

ARTICLE V

ANNUAL MEETING OF VOTING MEMBERS

- (A) The Annual Meeting of Voting Members shall be held between the dates of September 15th and December 30th at such a place as the Board of Directors may direct; and one purpose of said meeting will be to elect a President, Secretary, Treasurer, and Board of Directors.
- (B) Written notice of the date, location and time of the Annual Meeting of Voting Members shall be delivered to each Voting Member in good standing at least fifteen (15) days prior to the date of the Annual Meeting of Voting Members. Said notice will be delivered, either personally by newsletter/public publication, mail or email, by or at the direction of the President (or any other persons calling the meeting) to the address as it appears on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid.
- (C) The presence in person or by written proxy of Voting Members representing a majority of the voting rights shall be necessary to constitute a quorum for the purpose of the transaction of business at any meeting of Voting Members, whether annual or special. The affirmative vote of a majority of those Voting Members present in person or by written proxy shall be required to carry any motion or resolution, unless otherwise set forth herein.
- (D) The order of business at the Annual Meeting of Voting Members shall be as follows:
 - 1. MEETING CALLED TO ORDER BY THE PRESIDENT
 - 2. READING BY SECRETARY OF THE MINUTES OF THE LAST MEETING
 - 3. REPORT OF OFFICERS
 - 4. ELECTION OF: PRESIDENT, SECRETARY, TREASURER, BOARD OF DIRECTORS **(SEE ARTICLE VIII, SECT. A, SUBSECT. 1)**
 - 5. TRANSACTION OF OTHER BUSINESS
 - 6. MOTION FOR ADJOURNMENT

ARTICLE VI

SPECIAL MEETING OF VOTING MEMBERS

A Special Meeting of Voting Members shall be called at any time by the President, a majority of the Board of Directors or upon written petition of at least twenty-five percent (25%) of the Voting Members, of said team, in good standing. Said meeting shall be called only upon notice given in accordance with the requirements stated in Article V (B).

ARTICLE VII

ELECTIONS

- (A) The President, Treasurer, Secretary and the Board of Directors shall be elected at the Annual Meeting of Voting Members.
- (B) At a meeting of the Board of Directors, at least fifteen (15) days prior to the Annual Meeting of Voting Members, the Board of Directors shall place in nomination a slate of names of members in good standing to be considered for election, by the Voting Members, for the President, Treasurer, Secretary, and the Board of Directors for the ensuing year.
 - 1. However, the Board of Directors must have the consent of each nominee before his/her name shall be placed on the slate of nominees.
- (C) The slate of nominees to the offices of President, Treasurer, Secretary, and Board of Directors shall be delivered, either personally, by mail or by email, by or at the direction of the Secretary at least ten (10) days prior to the Annual Meeting of Voting Members to each Voting Member in good standing. If mailed, said slate shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address, as it appears on the records of the Corporation, with postage thereon prepaid.
- (D) The names of additional members in good standing may be placed on the slate for nomination for election to the offices of President, Treasurer, Secretary or to the Board of Directors for the ensuing year by any Voting Member until the Balloting has been officially closed by the President.
- (E) The Secretary shall cause the names of all the nominees to the offices of President, Treasurer, Secretary and to the Board of Directors to be placed on a printed ballot, which ballot, and only that ballot shall be available for the purpose of elections.
 - 1. Said Ballots shall be available only to Voting Members in good standing one half hour prior to the time established for the scheduled start of the Annual Meeting of Voting Members and until the Balloting has been officially closed.
 - 2. At the close of Balloting, the President shall appoint two (2) members in good standing to act as Judges of the election for the purpose of counting ballots. The Judges will inform the President of the results of the election. The President will then announce the results to the membership assembled.
 - 3. In case the casting of ballots results in an even number of votes for any position, the outcome shall be determined by lot.
- (F) Directors shall be elected by a majority of the Voting Members in good standing present, or by written proxy, at the Annual Meeting of Voting Members. The Directors shall be elected from members in good standing and must include at least one (1) from each of the following divisions: the cheerleader ranks, the Freshman Football Team, the Junior Varsity Football Team, and the Varsity

Football team providing there are enough members and coaching staff in each division to comprise a full team or squad.

- (G) In the event that the President resigns, the remaining board members will vote in the new President and they will hold that position until the next Annual Meeting of Voting Members.

ARTICLE VIII

BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION

- (A) The business, property and all affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall be comprised of no less than eight (8) members in good standing.

- 1. Elected officers of the Board are as follows: President, VP, Treasurer, Secretary, General Manager, Cheerleading GM, Varsity Football/Cheer Rep, JV Football/Cheer Rep, Freshman Football/Cheer Rep, Flag Football/Cheer Rep, Fundraising Coordinator, Concession Manager, Website Coordinator, Game Day Coordinator and Store Manager. The position of VP will be appointed by the President. The position of Equipment Manager will be appointed by the Football GM.

- (B) The Board of Directors shall be elected at the Annual Meeting of Voting Members for a term of one (1) year or until their successors have been elected and qualified.
- (C) Vacancies on the Board of Directors shall be filled by appointment made by the Board of Directors. Such appointees shall remain a director until they or their successors are elected and qualified at the next Annual Meeting of Voting Members.
- (D) The President shall have the power to appoint or remove from office the Vice President who shall be chosen from the ranks of the Board of Directors and who shall serve for a period of one (1) year or until the next Annual Meeting of Voting Members.
- (E) The Board of Directors shall appoint committee officers or agents as the Board deems necessary for the purpose of proper business transactions of the Corporation. The Board of Directors shall have the power to remove from office by a majority vote of the committee officers or agents if it is in the best interest of the Corporation
- (F) The Board of Directors may, by an affirmative vote of three quarters (3/4) of those present or by written proxy at any regular or special meeting of the Board of Directors, remove from office any Board Director for cause, provided that at least fifteen (15) days written notice is given to each member of the Board of Directors that such a removal is to be placed on the agenda of such meeting.
- (G) In the event that the President resigns, the remaining board members will vote in the new President and they will hold that position until the next Annual Meeting of Voting Members.

- (H) The Board of Directors shall have the power to remove from office any elected officer of the corporation, upon unanimous vote (except for the officer in question) of the Directors present or by written proxy, if it is in the best interest of the corporation. However, written notice that such a removal is to be placed on the agenda must be given to each member of the Board of Directors at least fifteen (15) days prior to such Board of Directors meeting.
- (I) No coach shall be eligible for an elected or appointed position on the current Board of Directors

ARTICLE IX

MEETINGS OF THE BOARD OF DIRECTORS

- (A) A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as the Annual Meeting of Voting Members. The Board of Directors may provide by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.
 - 1. The President shall preside over such meetings.
 - 2. In the event that the President cannot be present at any such meeting, the Vice President, or any other Director designated by the President, shall preside over the meeting.
- (B) The Board of Directors shall have regular meetings at least once per month off season and a minimum of twice a month during the season for the purpose of conducting corporate business and other planning activities that may come up from time to time as it pertains to the sport of football/cheer.
- (C) The Board of Directors shall be empowered to eject anyone from any meeting for any cause, if it is in the best interest of the corporation, by a majority vote by those Directors and Voting Members present.
- (D) The presence in person or by written proxy of a majority of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors, whether special or regular. The affirmative vote of a majority of the Board of Directors, whether in person or by written proxy, shall be required to carry any motion or resolution, except as provided below (Article IX, Sect. E).
- (E) Any Board member that does not attend a meeting of the Board of Directors and does not provide a written proxy will be assumed to have ratified any and all actions, motions, or resolutions that have been presented to the Board of Directors by the Board of Directors or any member in good standing.

ARTICLE X

SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

A special meeting of the Board of Directors may be called by the President, Vice President, or at least three (3) members of the Board of Directors upon written or verbal notice to each Director stating the time, place, and purpose of such meeting. Notice must be given at least two (2) days prior to the date established for the special meeting unless said notice is waived in writing and delivered to either, the President, the Vice President, or the Secretary.

ARTICLE XI

OFFICERS

The officers of this corporation shall consist of the President, Vice President, Treasurer, and Secretary elected by the Voting Members in good standing at the Annual Meeting of Voting Members, except for the Vice President who shall be appointed by the President and chosen from the ranks of the Board of Directors. In the event that no qualified Treasurer can be selected from the membership, the Board of Directors is empowered to select a qualified Treasurer from an alternate source upon a majority vote.

- (A) PRESIDENT: The President shall be the chief executive officer of the Corporation and shall preside over all meetings of the Board of Directors and Voting Members. The President shall have general supervision over all business activities of the Corporation and shall be responsible for the effectuation of all policies stated by the Board of Directors and all orders and resolutions pursuant thereto. The President shall have no vote on any action or resolution except in the event of a tie, then the President shall have the deciding vote.
- (B) VICE PRESIDENT: the Vice President shall perform the duties of the President in the absence of the President. The Vice President shall also perform any duties assigned to him/her by the President or by the Board of Directors.
- (C) TREASURER: The Treasurer shall be the chairman of the finance committee and shall be responsible for the proper maintenance of all financial records of the Corporation. The Treasurer shall be responsible for all corporate funds and shall keep full and accurate account of all monetary transactions, financial records, receipts and disbursements of the Corporation are deposited in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as authorized by the Board of Directors, taking proper vouchers for the same and shall render them to the Board of Directors at the regular meetings, and whenever requested to do so by any of the

officers of the Corporation. The Treasurer shall keep full and accurate account of the financial condition of the Corporation at all times and shall make that information available to the Board of Directors on demand at any meeting of the Board of Directors.

(D) SECRETARY: The Secretary shall preserve in the books of the Corporation the true and accurate minutes of the proceedings of all of the Board of Directors meetings and of the Annual Meeting of Voting Members. The Secretary shall maintain a complete roster of all members (voting and nonvoting) in good standing, together with their telephone numbers and addresses as they appear on the registration, and will keep full and accurate records of the roster of football players and cheerleaders as required by the Royal Oak Youth Football League (OMYFA) or any other league or organization that the Corporation may join in the future. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties assigned to him/her by the President or by the Board of Directors.

1. In the event that the Secretary cannot attend any regular or special meeting of the Board of Directors, or any annual or special meeting of the Voting Members, the minutes of such meetings shall be maintained by any member in good standing designated by the Secretary or the Board of Directors. However, if such designated member is not a Director, then that person shall not have a vote on any business conducted by the Board of Directors.

(E) ADDITIONAL DIRECTORS OF THE BOARD: Additional Directors of the Board is as follows with the duties and privileges stated:

1. GENERAL MANAGER: The General Manager represents the Board of Directors at the football games and at the practice football fields. The General Manager oversees the football coaches and the teams. The General Manager is the bridge between the football coaches and the Board of Directors and shall have a vote on the Board of Directors.

2. CHEERLEADING GENERAL MANAGER: The Cheerleading General Manager oversees all cheerleading coaches and cheerleading activities. The Cheerleading General Manager is the bridge between cheerleading coaches and the Board of Directors and shall have a vote on the Board of Directors.

3. EQUIPMENT MANAGER: The Equipment Manager must be at the practice field every day to provide equipment that may be needed incidentally by the football teams. The Equipment Manager must be at the games with extra equipment that may incidentally be needed. The Equipment Manager must also keep an accurate inventory of all equipment. The Equipment Manager shall have a vote on the Board of Directors.

4. TEAM REPRESENTATIVES: The Team Representatives bridge the gap between the football players/cheerleaders/parents and the Board of Directors. The Team Representatives receive fundraiser monies collected by each child and

shall submit them to the Treasurer. They maintain current rosters and inform the Secretary as well as the Board of Directors of any changes in roster information including names, addresses, phone numbers, uniforms, and equipment assigned to each participant. The Team Representatives relay information between the Board of Directors and the children or the parents. Team Representatives shall have a vote on the Board of Directors.

ARTICLE XII

REMUNERATION

No Director, Officer, or Member shall receive remuneration, monetary or otherwise, for services rendered to the Corporation.

ARTICLE XIII

EXECUTION OF INSTRUMENTS

- (A) **ORDERS TO PAY:** All checks, drafts, money orders and all other orders to pay shall be signed by the Treasurer in the name of the Corporation and shall be countersigned by the Vice President or Secretary. In no event shall a check, draft, money order or any other order to pay be signed by one and only one representative of the Corporation. At least two (2) officers' signatures will be required on all monetary transactions.
- (B) **INSTRUMENTS:** Any contract, conveyance or other instrument authorized by the Board of Directors may be executed by the President, Vice President, or the Secretary, in the name of the Corporation, unless the Board of Directors shall specifically designate other officers to execute an instrument on behalf of the Corporation.

ARTICLE XIV

FISCAL YEAR

The fiscal year shall commence on January 1, and end on December 31.

ARTICLE XV

AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors or by the Voting Members in good standing at any

annual, regular or special meeting. Amendment of the By-Laws by the Board of Directors requires the vote of a minimum of two (2) Executive Board Members and no less than three (3) elected members of the Board of Directors then in office or by a majority of Voting Members in good standing.

ARTICLE XVI

DISSOLUTION OF THE CORPORATION

In the event of the dissolution of the Corporation, all assets owned by the Corporation, whether real, personal, tangible, intangible, or of whatever nature, shall be distributed to another nonprofit organization having similar purposes, such as the Royal Oak Youth Football League (OMYFA).

- Prepared by Barb Morris 10 Oct 88
- Revised with written corrections and referenced amendments typed and noted by Joanne Tighe 01Mar05
- Revised with referenced amendments typed and noted by Deb McKelvey, 01 Jan11
- Prepared/revised with all current amendments by Deb McKelvey 1/15/2014.
- No Revisions / Confirmed 2018 – Lori Lambertsen (President)
- No revisions / Confirmed 2020 – Lori Lambertsen (President)