

**BYLAWS OF
ROCHESTER FOOTBALL, INC.**

ARTICLE I NAME

The name of this corporation shall be ROCHESTER FOOTBALL, INC. Assumed names are Rochester Redskins, Rochester Football Association, and Rochester Youth Football.

ARTICLE II PURPOSE AND LEGAL STATUS

This corporation is organized to educate and instruct juvenile boys and girls without regard to race, color, or religion in certain sports and athletic endeavors in order that they may increase their capabilities as individuals, improve their physical, mental, and moral well-being, and develop a sense of fair play and good sportsmanship. This corporation shall provide for competent and skilled coaching staff, adequate and safe practice and game facilities, and satisfactory and approved protective equipment to protect the physical health and welfare of the boys and girls participating. It shall provide for equal competitive standards which emphasize participation rather than winning so that the emotional health and welfare of the boys and girls involved may be enhanced. It shall receive, invest, and disburse funds, and hold property for the purpose of the corporation.

The Rochester Redskins will exist as a non-profit corporation in the city of Rochester, State of Michigan. In the event of the dissolution of this corporation, the Board of Directors shall adopt a plan of distribution of all assets remaining after payment of all debts. All assets, real property, and personal property remaining after payment of debts shall revert to a non-profit or charitable organization as directed by the Board of Directors at the time of dissolution.

ARTICLE III OFFICE

The principal and registered office shall be located at the residence of the president of the corporation. The mailing address shall be:

Rochester Redskins
P.O. Box 2423
Rochester, MI 48308

ARTICLE IV MEMBERSHIP

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| Section 1 | Members | The members of the corporation shall be the Board of Directors. |
| Section 2 | Participants | Participants shall be the boys and girls who sign up, pay the registration fees, and are accepted into the program. |
| Section 3 | Individuals | Individuals shall be persons appointed or volunteering to work in any capacity to assist the organization. |

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| Section 4 | Registration Fees | The Board of Directors shall establish the registration fees for participants. The billing and collection of fees shall be in a manner proscribed by the Board of Directors. |
| Section 5 | Voting | Voting rights are vested solely in the Board of Directors. |
| Section 6 | Removal | The Board of Directors, by a two-thirds vote of the entire board, may suspend or expel any member, participant, or individual upon evidence of violation of the bylaws, public laws, code of conduct, or any regulations or practices of the organization. |

ARTICLE V BOARD OF DIRECTORS

Section 1 General Powers

The affairs of the corporation shall be managed by its Board of Directors which shall have the power to initiate and approve plans and programs for the welfare of the boys and girls; have custody and management of land, buildings, equipment, securities, and all other properties of the corporation; borrow money, raise and disburse funds, invest and reinvest funds of the corporation; make contracts, appoint a director of cheerleading, appoint a director of football, approve head coaches, and appoint or delegate the power to appoint other individuals of the corporation; perform all other duties and have such powers as may be necessary to carry out the purpose of the corporation. Board directors are expected to actively participate, promote, and positively support all board rulings. All proprietary board and franchise information must be held in confidence and not shared with anyone outside of the Board of Directors.

Section 2 Number, Tenure, And Qualifications

The number of directors shall be no less than 10 or more than 17. Directors' terms shall be for one year or until the next annual meeting and automatically renewed unless a Director resigns or is removed by vote pursuant to Article V, Section 13 or 14. Active Redskin coaches, football squad directors, cheer squad head coaches, and persons affiliated with another franchise in the league are not eligible to be board directors.

Section 3 Annual Meeting

An annual meeting shall be held in December of each year, or as soon as possible thereafter, for the purpose of electing officers and board directors. Board directors shall be elected with every effort made to include as many parents as possible. If there is a shortage of volunteers, the president may appoint a nominating committee to recruit board directors. Each voting member may vote for up to 17 candidates with the top 17 vote-getters comprising the new board.

Section 4 Regular Meetings

Meetings of the Board of Directors shall be held monthly at a time and place designated by the board.

Section 5 Special Meetings

Other meetings may be held at the call of the president, or a minimum of 4 members of the Board of Directors, provided a notice of time, purpose, and location of the meeting is made to all board members. The Board of Directors must be notified at least twenty-four (24) hours before said meeting. In the event that the president or a minimum of 4 members of the Board of Directors deems an emergency meeting is necessary, the twenty-four (24) hour notice requirement shall be waived.

Section 6 Notice

Notice stating the place, day, and hour of any meeting of the Board of Directors shall be delivered either personally, by e-mail, or by telephone to each director entitled to vote at such meeting, not less than 24

hours before the date of such meeting by or at the direction of the president, secretary, or the officers or persons calling the meeting.

Section 7 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of directors are present at said meeting, no votes shall be taken on any issue until a quorum is present.

Section 8 Proxy

Board directors shall be allowed to vote by proxy on a specific question of which they have had previous notice. Such proxy must be presented to the secretary in a sealed envelope or by email to be opened at the time of the meeting, which has been called to vote on the specified issue under consideration. If the secretary is unavailable the proxy shall be delivered to another officer of the board.

Section 9 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 of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 10 Vacancies

A vacancy on the Board of Directors may be filled with a person nominated by the president and approved by a majority of the remaining directors to fill the unexpired term.

Section 11 Compensation

Directors shall not receive any compensation for their services.

Section 12 Formal Action by Directors

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, has been signed by all of the directors.

Section 13 Attendance

All directors are expected to attend every regular meeting. If attendance is not possible, the director should notify the president or the secretary prior to the meeting. If three regular meetings are missed in a calendar year with or without notification to the president or the secretary, the member may be removed by a majority vote of the directors.

Section 14 Removal

The Board of Directors, by a two-thirds vote of the entire board, may suspend or expel any director upon evidence of violation of the bylaws, public laws, code of conduct, or any regulations or practices of the organization. The director in question shall be entitled to state his or her case to the board before such action is taken. Reasons for removal include, but are not limited to: (1) a breach of the director's duty of loyalty to the corporation or its members; (2) acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law; (3) a transaction from which the director derived an improper personal benefit; (4) an act or omission occurring before the adoption of these bylaws; and (5) an act or omission that is grossly negligent.

ARTICLE VI OFFICERS

Section 1 Officers

The officers of the corporation shall be a president, a vice president of football operations, a vice president of franchise operations, a vice president of cheerleading operations, a secretary, and a treasurer. The Board of Directors may elect or appoint such other officers, including one or more

assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority to perform the duties proscribed, from time to time, by the Board of Directors. One person may hold no more than one office.

Section 2 Election and Term of Office

The officers of the corporation shall be elected bi-annually by a majority of the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible thereafter as conveniently as may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected.

Section 3 Removal

Any officer elected appointed by the Board of Directors may be removed from office by a two-thirds (2/3) vote of the entire board at an official meeting of the board. Notice of proposed removal will be given to directors with the notice of the meeting. The officer involved will be given an opportunity to be present and be heard at the meeting at which his or her removal is considered.

Section 4 Vacancies

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

Section 5 President

The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and the affairs of the corporation. He or she shall preside at all meetings of the Board of Directors, voting on an issue only in the event of a tie. He or she may sign, with any proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors had authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be proscribed by the Board of Directors from time to time.

Section 6 Vice President of Franchise Operations

In the absence of the president or in the event of his inability or refusal to act, the vice president of franchise operations shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president of franchise operations shall (a) oversee all activities relating to all committees; and (b) perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 7 Vice President of Football Operations

In the absence of the president or the vice president of franchise operations or in event of his inability or refusal to act, the vice president of football operations shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president of football operations shall (a) handle all football-related affairs; and (b) perform such other duties as may be assigned to him by the president or by the Board of Directors.

Section 8 Vice President of Cheerleading Operations

The vice president of cheerleading operations shall (a) handle all cheerleading-related affairs; and (b) perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 9 Treasurer

The treasurer shall (a) have charge of and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; (e) convene a meeting of the executive board to establish the general budget for the corporation, and present the budget for approval at the April regular meeting; and (f) perform all duties incident to the office and other duties assigned by the president or by the Board of Directors.

Section 10 Secretary

The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records, except those assigned to the treasurer; (d) keep a register of the names and addresses of each member, participant, individual, officer, and directors of the Board; and (e) perform all duties incident to the office and other duties assigned by the president or by the Board of Directors.

ARTICLE VII CORPORATE DOCUMENT PROCEDURE

All corporate documents (including, but not limited to, stocks, bonds, agreement, insurance and annuity contracts, checks, notes, disbursements, loans, and other debt obligations) shall be signed by no fewer than two officers as authorized by the Board of Directors or these bylaws.

ARTICLE VIII FISCAL YEAR

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

ARTICLE IX AMENDMENTS TO BYLAWS

The Board of Directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of directors, if notice setting forth the terms of the proposal has been given and the proposal received at a prior regular meeting of the board.

ARTICLE X EFFECTIVE DATE

These bylaws shall become effective immediately, dated this 20th day of January 2020.

John Ackerman
President

Revised: February 20, 2003 - CLW

Revised: January 11, 2004 - CLW

Scott Prechtel, President

Revised: April 25, 2007 – Joe Twitty, President

Revised: January 10, 2009

Revised: January 21, 2016 – John Ackerman, President

Revised: January 20, 2020 – Chris Rzeppa, President



1-20-2020