

MICHIGAN HIGH SCHOOL FOOTBALL COACHES ASSOCIATION

Chartered: March 6, 1972. Founded: March 24, 1972. Adopted: May, 1973. Revised: August, 1984. Revised: January, 1989. Revised: March, 1995. Revised: January, 1996. Revised: January, 2001. Revised: January, 2005. Revised: January, 2008. Revised: January, 2010. Revised: January, 2011. Revised: January, 2012. Revised: January, 2015. Revised: January, 2019.

By-laws of Michigan High School Football Coaches Association, Inc.

ARTICLE I – NAME AND LOCATION

1.1 The name of this corporation, which is a nonprofit corporation organization under the Nonprofit Association Act of the State of Michigan, is MICHIGAN HIGH FOOTBALL COACHES ASSOCIATION, INC. (Here-in after “Association”).

1.2.1 The principal office of this Association shall be situated in the southeast portion of the State of Michigan at such specific location as the Board of Directors shall determine from time to time.

ARTICLE 2 - PURPOSE

2.1 Purposes. The Association shall be organized and operated for the following purposes:

- (a) To provide scholarships and awards to outstanding student football players and outstanding football coaches statewide in order to promote the advancement of excellence in football and athletic competition.
- (b) To provide educational resources and training seminars for football coaches on a regular basis and to instruct individuals in meeting the challenges of coaching football.
- (c) To provide student football players with leadership training and instruction with respect to improving or developing their capabilities.
- (d) To foster and promote statewide high school football competition, play-off series and division championships.
- (e) To participate in rulemaking processes affecting football coaches within the state, to advise them of rule making developments, and generally to promote the highest possible professional standards in the coaching of football for the public good.
- (f) To cooperate with the state Athletic Board of Control and the Michigan High School Athletic Association to work for the betterment and growth of football in Michigan, and in particular, to strengthen schools and educational institutions statewide through the provision of athletic program.
- (g) To promote a harmonious relationship among all coaches in amateur athletics.

ARTICLE 3 - PROHIBITED ACTIVITIES

3.1 Actions Jeopardizing Tax Status This Association shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under 501 (c) (3) of the Internal Revenue Code of the 1986 and its regulations as amended, or by and organization, contributions to which are deductible under 170 (c) (2) of such code and its regulations as amended.

3.2 Lobbying and Political Activities

- (a) The Association shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors.
- (b) The Association shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.
- (c) Private Inurement. No part of the net income or net assets of the Association shall inure to the benefit of or be distributable to, its directors, officers, members or other private persons. However, the Association is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.
- (d) Private Foundation Status. At any time during which the Association is deemed a private foundation, the Association shall not engage in any act of self-dealing as defined in Internal Revenue Code 4941 (d); the Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by code 4942; the Association shall not own any excess business holdings that would subject to the tax under Code 4943; and the Association shall not make any investments in such manner as to subject the Association to the tax imposed by Code 4944; and the Association shall not make any taxable expenditures as defined in Code 4045 (d).
 - (1) Non-discrimination In the conduct of all aspects, of its activities, the Association shall not discriminate on the grounds of race, color, national origin or handicap.

ARTICLE 4 - MEMBERSHIP

4.1 Classes of Members. The membership of the Association shall be divided into four classes: active members, allied members, honorary and lifetime members.

- (a) Active Members Active members include only coaches of Elementary, Junior and Senior high schools who are actively engaged in or directly associated with coaching football in the state of Michigan.
- (b) Allied Members Allied members include any individual who has been, or who aspires to be, an active member. Allied Members may also be Active Committee Members.
- (c) Honorary Members Honorary members shall be approved by action of the Board of Directors upon a recommendation by the Honorary Membership Committee. Approval of honorary membership requires a three-fourth (3/4) vote of all the directors then in office.
 - (1) All nominations for honorary membership must be submitted in writing to the chair of the Honorary Membership Committee by the winter meeting. All recommendations for honorary membership require the approval of the Honorary Membership Committee.
 - (2) The following guides may be used in awarding honorary memberships: past presidents of the association; or dedicated individuals who have contributed outstanding services to the development of football.
 - (3) Those awarded honorary membership will receive a lifetime Honorary Membership Card as an award of recognition.
- (d) Lifetime members are those members who no longer desire to be an active member and who pay the stipulated lifetime membership fee.

4.2 Application For Membership. The active members of the Association shall:

- (a) apply for membership on a form approved by the Board of Directors stating a desire and intention to become an active member.
- (b) agree to advance the purposes and best interests of the Association in every reasonable manner; and
- (c) agree to abide by the Article of Incorporation and Bylaws of the Association as amended from time to time; and Association Code of Ethics.

4.3 Membership Year. The membership year shall be from each January 1 to the following December 31.

4.4 Rights and Privileges of Membership Each member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Honorary members shall have no voting rights. Votes may be taken by voice, by a show of hands, or by written ballot. Voting members shall have no rights to cumulate their votes.

(a) Active Members. Active members have the following rights and privileges.

- (1) To attend, participate in discussion, and vote at all membership meetings.
- (2) To receive all publications of the Association.
- (3) To be eligible for election as Coach of the Year.
- (4) To be eligible for election as an officer of the Association.
- (5) To be eligible to nominate a player to participate in the All-Star Game.
- (6) To be eligible to coach in the All-Star Game.
- (7) To be eligible to nominate a player for the MHSFCA Scholarship.
- (8) To be eligible to nominate an assistant coach for Assistant coach of the year recognition.
- (9) To be eligible to serve on the Board of Directors and the Executive Board.
- (10) To be eligible to nominate a player or team for "Academic All- State".
- (11) To be eligible to nominate a child for the "Terry Rose Memorial Scholarship".
- (12) To be eligible for the Jim Crowley Award.

(b) Allied Members. Allied members have the following rights and privileges:

- (1) To attend and participate in discussion at all membership meetings, but not vote, unless they are Active Committee Members.
- (2) To receive all publications of the Association.

(c) Honorary and Lifetime Members Honorary and Lifetime members have the following rights and privileges:

- (1) To receive all publications of the Association.

4.5 Membership Dues. All active and allied members shall pay annual membership dues to the Association in such amounts and in such manner as the Board of Directors determines from time to time.

4.6 Meetings of Members The annual meeting of the members shall be held at the statewide meeting held in connection with the Coaches Clinic each year, or at such other date and time as the Board of Directors may fix in the notice of such meeting, at the principal place of business of the Association or in such other affirmative vote of at least two-thirds (2/3) of all the directors if, in the discretion of the Board as indicated by such vote, such suspension, or expulsion would be in the best interests of the Association. Members terminated as a result of suspension may not renew their membership in the Association without obtaining the affirmative vote of a majority of the voting members, whose decision shall be final, at the next annual meeting of the members. Nothing in these Bylaws shall be constructed as granting to any member of a continued membership or expectation of membership in the Association.

ARTICLE 5 - Directors

5.1 Powers Subject to any limitations of the Articles of incorporation or the Michigan Nonprofit Association Act as to actions to be authorized or approved by the members, and subject to the duties of Directors as described by these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers.

(a) The management of the affairs of the Association shall be vested in the Board of Directors which shall consist of one (1) Regional Director for each of the four (4) regions in each of the nine(9) divisions of the MHSAA playoffs and up to nine (9) at large Directors to be appointed by the President, the

President, one (1) Vice President, a Treasurer, a Chief Financial Officer and Executive Director, a Public Relation Chairman, a Parliamentarian, a Communications Director, Past Presidents, Committee Chairmen, and Active Committee Members.

- (b) To designate any place for the holding of any membership meeting or Board of Directors meeting, to change the principal office of the Association for the transaction of its business from one location to another; to adopt, make and use a corporate seal and to alter the form of such seal from time to time as, in their judgment, they may deem best, provided such seal shall at all time comply with the provisions of law.
- (c) To borrow money and incur indebtedness for the purpose of the
- (d) Association and to cause to be executed and delivered therefore, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations of other evidence of debt, and securities thereof
- (e) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Association, and to distribute, loan or dispense the same for the income and profits there-from.
 - (1) To create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

5.2 The number of directors constituting the entire Board shall consist of up to forty-five (45) regional directors. One (1) regional director shall be selected from each of four Regions per Division of the MHSAA playoffs and up to nine (9) at-large directors that are appointed by the President at his discretion.

5.3 Qualifications for Office: Each director shall be at least 18 years of age and an active member in good standing of this Association. Directors should have those qualities necessary for holding a position of trust in the Association, and manifest a vital interest in promoting the best interest of the Association.

5.4 Terms of Office: The term of office for each regional director shall be two (2) years, unless sooner terminated by death, incapacity, resignation or removal. In order to stagger the terms of directors, all regional directors from odd-numbered regions shall be elected in odd-numbered years, and all regional directors from even-numbered regions shall be elected in even-numbered years. All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided. Directors may be elected or appointed to successive terms.

5.5 Nomination and Election of Regional Directors: To be nominated as regional director, interested members must send a letter to the Executive Director asking that their name be placed on their region's ballot. Each regional director shall be voted for only by the voting members in those regions. The nominee receiving the highest number of votes from each region's voting members shall be elected to office.

5.6 Resignation: Any director may resign from office at any time by giving written notice thereof to the Executive Director of the Association. If a regional director leaves the coaching profession or moves to a school in a region other than the one the director was elected from, such director will be deemed to have resigned from office.

5.7 Removal: Any director may be removed for cause by a two-thirds (2/3) vote of all the other directors then in office. Cause for removal exists (without limiting other causes for removal) whenever a regional director.

- (a) Fails to attend two (2) of the four (4) major events of the Board of Directors:
 - 1. The Annual Clinic
 - 2. The Hall of Fame Induction

3. The Board Meeting associated with the All Star Game
 4. The Fall Board Meeting notwithstanding that the director otherwise qualifies for office;
- (b) Is convicted of a felony.

5.8 Existence of Vacancies: A vacancy in the Board of Directors exists in the case of the happening of any of the following events:

- (a) The death, incapacity, resignation, or removal of any director.
- (b) The authorized number of directors is increased.

5.9 Filling of Vacancies: Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. In the event that less than a quorum of the Board remains, then, in that event, a vote of one hundred percent of the remaining Directors shall be required to fill any vacancy. A director so chosen shall serve for the balance of the not expired term of the vacant office. If the:

- (a) The Board of Directors accepts the resignation of a director, tendered to take effect at a fixture time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the not expired term of the resigning Director.
- (b) However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the membership, the President may call a special meeting of the voting members to elect such a director.

5.10 Place and Number of Meetings. of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all directors. The Board shall hold at least two (2) regular meetings each calendar year, as follows:

- (a) The summer meeting will be held coincident with the All-Star Game.
- (b) The fall meeting will be held the first Friday after the football playoffs in a centrally located city of the state, unless stipulated differently by the Board of Directors.

5.11 Annual and Special Meetings: The winter meeting is designated as the annual meeting of the general membership. Any business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President or by one-third (1/3) of the directors then in office.

5.12 Notice of Meetings: A regular meeting of the directors may be held without prior notice. Notice of the time and place of special meetings of the Board shall be given personally to the directors or sent by mail or other form of communication, charges prepaid, addressed to the director at their address as shown upon the records of the Association at least three (3) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting.

5.13 Quorum and Voting: A quorum will consist of at least one-third (1/3) of the total number of directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each director present shall be entitled to one (1) vote. Voting by proxy shall be permitted.

- (a) A director may participate in any meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting. The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had called a meeting duly held after regular call and

notice, if a quorum be present and if either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with corporate records or made a part of the minutes of the meeting.

- (b) 5.14 Action by Unanimous Consent: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes or the Board.
- (c) 5.15 Notice of Adjournment: Notice of the time and place holding an adjourned meeting need not be given to absent Directors if the time and place he fixed at the meeting adjourned.

ARTICLE 6 - OFFICERS

6.1 Responsibilities: All officers are subordinate and responsible to the Board of Directors.

6.2 Number and Selection: The officers of the Association shall consist of the following officers.

- (a) A President, a First Vice President-Elect, a Treasurer, a Chief Financial Officer and an Executive Director, each of which shall be nominated by a nominating committee, reviewed and supported by the Board of Directors, elected by the general membership at the annual meeting.
- (b) A Communications Director, and a Parliamentarian, each of which shall be appointed by the President.
- (c) The Board of Directors may also appoint one or more Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine.

6.3 Nomination of Officers: A Nominating Committee, consisting of the President, the Executive Director and any past Presidents, shall present to the Board of Directors at the fall meeting a list containing the names of eligible nominees as officers for the ensuing year. Such a list shall contain the names of at least one eligible nominee to each office. Nominations for officers shall also be accepted from the floor during the annual general membership meeting. The candidate for each office receiving the highest number of votes from directors shall be declared elected.

6.4 Qualifications for Office: To be eligible for the office of Vice President, a candidate must have served at least one year as a Director of the Association, and must also be an active football coach at the time of selection for this office. The office of President shall be assumed by the prior First Vice-President-Elect, so long as that person is still an active member. The Executive Director, Chief Financial Officer, Historian, Public Relations Director, and Parliamentarian must each be a present or past active member of the Association.

6.5 Term of office and Vacancies. Each officer shall hold office for two year, or until a successor is elected and qualified, or until the officer's resignation, death or removal. Any vacancy occurring in the offices of President or First Vice- President-Elect shall be filled by the First Vice-President-Elect ,Otherwise, vacant offices selected by the Board of Directors shall be filled by the Board, and vacant officers appointed by the President shall be filled by the President. Any officer chosen to fill a vacancy shall serve for the balance of the not expired term of the vacant office.

6.6 Resignation and Removal The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. Any officer may be removed during their term by a majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Association. Such removal shall terminate all authority of the officer, except that any rights to compensation and other prerequisites shall depend on the terms of the officer's employment and the circumstances of removal

- 6.7 President: The President shall be the chief executive and operating officer of the Association, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Association. The President shall have such other duties and responsibilities and may exercise such other powers as may be assigned by these Bylaws or the Board of Directors from time to time.
- 6.8 First-Vice President-Elect: At the request of the President, or in the President's absence or disability, the First Vice-President-Elect shall perform all the duties of the President. When acting, the First Vice-President-Elect shall have all of the powers of and be subjected to all the restrictions upon the President. The First-Vice President-Elect shall serve as an ex officio member of all committees, and is responsible for membership development and coordination of the activities of the Association. The First Vice-President-Elect shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors.
- 6.9 Executive Director: The Executive Director shall carry out the duties and functions of the Secretary under the Michigan Nonprofit Corporation Act as follows:
- (a) The Executive Director shall cause to be kept at the principal office of the Association, the Executive Director's principal place of business, or such other place as the Board of Directors may order, the official seal of the Association (if any), the membership book and a book of minutes of all meetings of directors and members. The Executive Director shall keep a membership book containing names and addresses of each member. The Executive Director shall give the notices of any special meetings of the members or directors as provided in these Bylaws. The Executive Director shall also maintain and protect a file of all official and legal documents of the Association.
 - (b) The Executive Director shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws. The Board of Directors or the President may delegate all or part of the authority and duties of the Executive Director to subordinate officers.
- 6.10 The Chief Financial Officer shall serve as the chairman of the Finance Committee and act as the association's representative with all parties that the association is entering into financial agreements with.
- 6.11 Treasurer: The Treasurer shall have custody of the Association's funds; keep files and accurate accounts of all receipts and disbursements of the Association, an inventory of assets, and a record of the liabilities of the Association; deposits or directs the deposit of all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Association as ordered by the Executive Director or the Chief Financial Officer taking proper vouchers for disbursements; and prepare or cause to be prepared all statements and reports required by law, by the President or by the Board of Directors.
- 6.12 Communication Director: The Communication Director shall maintain the association website, oversee all association communications to (Executive Board, Regional/Divisional Directors, General Membership), social media activity and SID. He shall advise on all actions taken at meetings in accordance with by-laws and communication decisions. The Communication Director shall have such other duties and responsibilities and may exercise such other powers as may be assigned by these Bylaws or the Board of Directors from time to time.
- 6.13 Parliamentarian: The Parliamentarian shall maintain the by-laws and make sure they are up to date. He shall take attendance at all board meetings and keep an accurate record of Directors attendance. He shall advise on all actions taken at meetings as to accordance with the bylaws and Robert's Rules of Order.

6.14 Salaries: The salaries of the officers, if any, of the Association shall be fixed from time to time by the Board of Directors. The Board of Directors may delegate to any officer the authority to fix the salary or other compensation of subordinate officers. No officer or subordinate officer shall be prevented from receiving such salary by reason of the fact that such officer makes provision for continuance, for a reasonable period, of a reasonable portion of the salary of any officer who may become disabled during their term of office. All salaries shall be reviewed annually at the summer meeting.

6.15 Annual Transition: To maintain Association continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Association's financial accounts and signature cards.

ARTICLE 7 - MISCELLANEOUS

7.1 Property of the Association: The title to all property of the Association, both real and personal, shall be vested in the Association.

7.2 Contributions: All contributions of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors may direct; and in the absence of any direction by the Board, such may be used for the general purposes of the Association. Contributions of any nature for specific purposes shall be used only for the purposes and in the manner for which the contributions are made. Contributions include bequests and devices of deceased persons. At the discretion of the Board of Directors, the Association may raise revenues through fundraising activities and contributions.

7.3 Contracts: The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of and on behalf of, the Association, and any such officer may affix the corporate seal (if any) of the Association thereto.

7.4 Voting Stock Owned by the Association: The Board of Directors may by resolution provide for the designation of the person who shall have full power and authority on behalf of the Association to vote either in person or by proxy at any meeting of the security holders of any corporation or other entity in which this Association may hold voting stock or other securities, and may further provide that at any such meeting such person may possess and exercise all of the rights and powers incident to the ownership of such voting securities which, as the owner thereof, this Association might have possessed and exercised if present. The Board of Directors may revoke any such powers as granted at its pleasure.

7.5 Financial Accounts: The Association may establish one or more checking accounts, savings accounts, or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Association purposes. All checks, drafts, or evidence of indebtedness issued in the name of the Association, shall be signed by such officer(s) or agent(s) of the Association, and in such manner, as is determined by the Board of Directors from time to time.

- 7.6 Limitations on Loans: The Association shall not make or extend a loan to any director, officer, employee, or member thereof for any purpose whatever.
- 7.7 Liability of Members and Directors: No member or director of the Association shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Association's assets for payment.
- 7.8 Property Interests Upon Termination of Membership: Members have no interest in the property, assets or privileges of the Association. Cessation of membership shall operate as a release and assignment to the Association of all right, title and interest of any member, but shall not affect any indebtedness of the Association to such member.
- 7.9 Fiscal Year: The fiscal year of the Association shall be from January 1 to December 31.

ARTICLE 8 - DISPOSITION OF ASSETS UPON DISSOLUTION

- 8.1 Dedication of Assets: This Association does not contemplate pecuniary gain or profit to the members thereof except as provided by law under 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

The property of this Association is irrevocably dedicated to tax exempt purposes under said 501(c) (3) as described herein and no part of the net income or assets of this organization shall ever inure to the benefit of any private persons.

- 8.2 Disposition Upon Dissolution: Upon the dissolution or winding up of the corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the corporation remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes of this corporation, as may be determined by the Board of Directors of this corporation in its sole discretion, and which has established its tax exempt status under 501(c) (3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets, or income of this corporation, in the event of dissolution thereof, be distributed to the directors, members, or officers, either for the reimbursement of any sums subscribed, donated, or contributed by the same, or for any other purpose.

ARTICLE 9 - INDEMNIFICATION

- 9.1 Non-derivative Actions: Subject to all of the other provisions of the Article, the Association shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal, or informal (other than an action by or in the right of the Association), by reason of the fact that the person is or was a director or officer of the Association, or, while serving as a director or officer of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit, or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its

members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of no-contender or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Association or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- 9.2 Derivative Action: Subject to all of the provisions of this Article, the Association shall 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 Association to procure a judgment in its favor by reason of the fact that the person is or was director or officer of the Association or, while serving as a director or officer of the Association or, while serving as a director or officer of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including attorney fees) and amounts paid in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Association, or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Association unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.
- 9.3 Expense of Successful Defense: To the extent that a person has been successful of the merits or otherwise in the defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against actual and reasonable expenses (including attorney fees) incurred by the person in connection with the action, suit, or proceeding and any action, suit, or proceeding brought to enforce the mandatory indemnification provided by this Section.
- 9.4 Definition: For the Purposes of this Article, “other enterprises” shall include employee benefit plans; “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan, and “serving at the request of the Association” shall include any service as a director, officer, employee, or agent of the Association that imposes duties on, or involves services by, the director or officer with respect to an employee benefit plan, its participants, or its beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the Association or its members.”
- 9.5 Contact Right: Limitation of Indemnity: The right to indemnification conferred in this Article shall be contracted right and shall apply to services of a director or officer as an employee or agent of the Association as well as in the person’s capacity as a director or officer. Except as provided in Section 3 of this Article, the Association shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof initiated by the person without authorization by the Board of Directors.
- 9.6 Determination That Indemnification is Proper: Any indemnification under this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2 of this Article, whichever is applicable, and upon an

evaluation of the reasonableness of expense and amounts paid in settlement. The determination and evaluation shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of directors who are not parties or threatened to be made parties to the action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by majority vote of a committee of two or more directors who are not at the time parties or threatened to be made parties to the action, suit, or proceeding.
- (c) By independent legal counsel in a written opinion, which counsel shall be selected in one of the following ways:
 - by the Board or its committee in the manner prescribed in subparagraph (a) or (b); or
 - if a quorum of the Board cannot be designated under subparagraph (b), by the Board.
- (d) By the members, except for members who are also directors, officers, employees, or agents who are parties or threatened to be made parties in the action, suit, or proceeding.

9.7 Proportionate Indemnity: If a person is entitled to indemnification under this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, did amounts paid in settlement, but not for the total amount, the Association shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

9.8 Expensive Advance: The Association may pay or reimburse the reasonable expenses incurred by a person referred to in Section 1 or 2 of this Article who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding. The following apply: (a) the person furnishes the Association a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in Section 1 or 2 of this Article; (b) the person furnishes the Association a written undertaking executed personally, or on his or her belief, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under Section 1 or 2 of this Article. The authorization of payment must be made in the manner specified in Section 6 of this Article.

9.9 Non-Exclusivity of Rights: The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Association. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

9.10 Indemnification of Employees and Agents of the Association: The Association may, to the extent authorized from time to time by the Board of Directors, grants rights to indemnification and to the advancement of expenses to any employee or agent of the Association to the fullest extent of the provisions of the Article with respect to the indemnification and advancement of expenses of directors and officers of the Association.

9.11 Former Directors and Officers: The indemnification provided in this Article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of the person.

9.12 Insurance: The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and

incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have power to indemnify the person against the liability under these bylaws or the laws of the state of Michigan.

9.13 Changes in Michigan Law: If there is any change of the Michigan statutory provisions applicable to the Association relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provision, but only to the extent that the change permits the Association to provide broader indemnification rights than the provisions permitted the Association to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.

9.14 Amendment or Repeal of Article: No amendment or repeal of this Article shall apply to or have any effect on any director or officer of the Association for or with respect to any acts or omissions of the director or officer occurring before the amendment or repeal.

9.15 Impact of Tax Exempt Status: The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Association's status as a tax exempt organization described in 501(c) (3) of the Internal Revenue code of 1986, as amended.

ARTICLE 10 - COMMITTEES

10.1 Committee Powers: Committees of the Association shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Association or any operations needing study, recommendation, or action. The Board may establish such standings or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under 528 of the Michigan Nonprofit Association Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

10.2 Committee Membership: The President shall appoint the members of such committees, and also select a committee Chair. Each committee Chair must be a voting member of the Association.

10.3 Standing Committees: In addition to other committees the Board may establish from time to time, the following will be standing committees of the Association:

- (a) Honorary Membership Committee: The Honorary Membership Committee shall receive all nomination for honorary membership in the Association and make all recommendations for honorary membership in its sole discretion,
- (b) Finance Committee: The Finance Committee shall audit, or have audited by an independent firm of accountants, the financial records of the Association once each year and make a report of such audit to the Board.

10.4 Special Committees: The Board may establish such special committees as it deems appropriate from time to time.

ARTICLE 11 - AMENDMENTS TO BYLAWS

11.1 Adoption: New Bylaws may be adopted, or these Bylaws may be amended or repealed by the Board of Directors, subject to membership ratification as hereinafter provided.

11.2 Ratification by Members: All amendments to the Bylaws must be

ratified by the vote of at least two-thirds of the voting members present at a meeting of the members of the Association and shall be effective only upon such ratification.

11.3 Inspection of Bylaws: The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Executive Director of the Association, shall at all times be kept in the principal office of the Association for the transaction of business, and shall be open to inspection by the members at all reasonable time during office hours.

State of Michigan SS. COUNTY OF SS.

I, _____ hereby certify that I am the duly elected Executive Director of MICHIGAN HIGH SCHOOL FOOTBALL COACHES ASSOCIATION, INC. ("Association"); that attached hereto are the Bylaws of the Association, and that such have been duly enacted and are in full force and effect as of the date hereof.

Dated: _____

Executive Director: _____

Subscribed and sworn to before me this date of _____