

BYLAWS

SHELBY REBELS FOOTBALL AND CHEER, INC.

(A Michigan Nonprofit Corporation)

Adopted: April 27, 2026

Drafting Note: This document is aligned with the Michigan Nonprofit Corporation Act, Act 162 of 1982, MCL 450.2101-450.3192 (as amended), the Internal Revenue Code Section 501(c)(3), and other applicable Michigan statutes identified herein. It should be reviewed by qualified Michigan legal counsel prior to final adoption and filing.

ARTICLE I — NAME, MISSION, PURPOSE, AND LIMITATIONS

Section 1. Name. The name of the corporation is Shelby Rebels Football and Cheer, Inc. (the "Corporation"). The Corporation is a Michigan nonprofit corporation organized under the Michigan Nonprofit Corporation Act, Act 162 of 1982, MCL 450.2101 et seq. (the "Act").

Section 2. Mission Statement. The Corporation's mission is to provide the youth of the Utica Community Schools and surrounding area with an educational, goal-driven, and competitive program using the activities of football and cheerleading to promote friendship, teamwork, leadership, discipline, sportsmanship, and a healthy physical lifestyle on and off the field.

Section 3. Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (26 USC 501) (the "Code"), including without limitation to provide and support organized youth football and cheerleading programs and related youth development activities for children and youth in and around the Utica Community Schools area and surrounding communities. See *MCL 450.2251*; *MCL 450.2106*.

Section 4. Limitations (501(c)(3) Compliance). Notwithstanding any other provision of these Bylaws:

- No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. See *MCL 450.2261(1)*; *IRC § 501(c)(3)*.
- No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent

permitted by the Code.

- The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
 - The Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
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ARTICLE II — OFFICES AND RECORDS

Section 1. Principal Office. The principal office of the Corporation is located at P.O. Box 183138, Shelby Township, Michigan 48318, or such other Michigan location as the Board of Directors (the "Board") may determine by resolution. The minutes shall identify the current location of the principal office. *See MCL 450.2201(c); MCL 450.2202.*

Section 2. Registered Office and Resident Agent. The Corporation shall continuously maintain in the State of Michigan a registered office and a resident agent as required by the Act. The current registered office is 18231 Player Drive, Macomb, Michigan 48042, and the current resident agent is Jack Alan Lawrence. *MCL 450.2211; MCL 450.2213.* Failure to maintain a registered agent may result in administrative dissolution. *MCL 450.2922(1)(b).*

Section 3. Records; Form of Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board and committees. Records may be maintained in written or electronic form to the extent permitted by law. *MCL 450.2487.*

Section 4. Records Maintained at Principal Office. The Corporation shall maintain at its principal office (in electronic or printed form): (a) these Bylaws and amendments; (b) recent financial statements; and (c) a current list of directors and officers with names and addresses. *MCL 450.2487.*

Section 5. Inspection of Records. To the extent required by the Act, a director shall have the right to inspect the Corporation's books, records, and documents for a proper purpose at a reasonable time upon reasonable notice. *MCL 450.2487(1).*

Section 6. Annual Report to LARA. The Corporation shall file an annual report (Form CSCL/CD-2000) with the Michigan Department of Licensing and Regulatory Affairs (LARA), Corporations Division, by October 1 each year. *MCL 450.2911; MCL 450.2922(1)(c).* The Treasurer and Secretary shall coordinate timely filing.

Section 7. Charitable Solicitation Registration. The Corporation shall register with the Michigan Attorney General, Charitable Trust Section, prior to soliciting contributions from the

public, and shall annually renew such registration as required by the Charitable Organizations and Solicitations Act, Act 169 of 1975, MCL 400.271–400.294. *MCL 400.273(1)*. The Treasurer shall coordinate all required filings.

ARTICLE III — MEMBERS

The Corporation shall have no members as that term is defined in the Act. Any action that would otherwise require member approval shall require only Board approval, unless otherwise required by law or the Articles of Incorporation. *MCL 450.2302; MCL 450.2303*. References to "members," "participants," or "families" in Corporation policies refer solely to program participants and their families and do not confer statutory membership rights.

ARTICLE IV — BOARD OF DIRECTORS

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board. *MCL 450.2501(1)*. Each director has one vote on matters before the Board, subject to Section 10 below.

Section 2. Number; Qualifications. The Board shall consist of not fewer than **four (4)** directors and not more than **seven (7)** directors. Directors must be at least 18 years old. The Board may change the number of directors within these limits by resolution, subject to the Act and the Articles of Incorporation. *MCL 450.2501; MCL 450.2501a*.

Section 3. Board Positions / Functional Roles. The Board shall include, at minimum, the following officer-director positions: President, Vice President, Secretary, and Treasurer. *MCL 450.2531(1)*. The Board shall also include the following director positions:

- Director of Football Operations — Michael Urbas
- Director of Cheer Operations — Shelby Perkins
- Director of Fundraising & Gameday Operations — Open Position

Section 4. Term; Election. Directors serve terms as follows. Elections shall be held at the annual meeting in November. Directors may be re-elected. *MCL 450.2507*.

- **President, Vice President, Secretary, and Treasurer** shall serve two (2) year terms, with the initial term beginning April 8, 2026 and ending November 30, 2027. Subsequent two (2) year terms shall run December 1 through November 30.
- **Director of Football Operations, Director of Cheer Operations, and Director of Fundraising & Gameday Operations** shall serve one (1) year terms, with the initial term

beginning April 27, 2026 and ending November 30, 2026. All subsequent one (1) year terms shall run December 1 through November 30 of each year thereafter.

Section 5. Staggered Terms / Rotation (Optional). The Board may adopt a staggered or rotating election schedule by resolution and shall maintain the current schedule in the minutes or a Board policy. *MCL 450.2509.*

Section 6. Resignation. Any director may resign at any time by written notice to the President or Secretary. Resignation is effective when delivered unless the notice specifies a later date. *MCL 450.2513.*

Section 7. Removal. A director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors then in office at a meeting called for that purpose, provided written notice of the proposed removal is given to all directors at least ten (10) days prior. The affected director shall be given an opportunity to be heard. *MCL 450.2515.*

Section 8. Vacancies. Vacancies may be filled by majority vote of the remaining directors, even if less than a quorum. A director elected to fill a vacancy serves the unexpired portion of the term. *MCL 450.2511.*

Section 9. Compensation; Reimbursement; No Loans. Directors shall not receive compensation for service as directors. Directors may be reimbursed for reasonable expenses incurred on behalf of the Corporation pursuant to a Board-approved reimbursement policy. The Corporation shall not lend money to or guarantee the obligation of any director or officer. *MCL 450.2548.*

Section 10. President Voting. The President should refrain from voting except to break a tie, unless the Act, Articles, or these Bylaws require the President's vote. *MCL 450.2523.*

Section 11. Standard of Conduct; Fiduciary Duties. Each director shall discharge the duties of a director in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Corporation. *MCL 450.2541(1).* A director is entitled to rely in good faith on information, opinions, reports, or statements presented by officers, employees, committees, or legal counsel. *MCL 450.2541(2).*

Section 12. Background Checks and Eligibility to Volunteer. The Board shall adopt and enforce policies requiring background checks for directors, coaches, assistant coaches, team/squad managers, and other volunteers as required by league rules, facility requirements, or Board policy. Background checks should be completed prior to the start of August practices (or earlier as set by policy). *MCL 450.2556; MCL 450.2541.*

Section 13. Identification at Events. The Board may require directors, coaches, and managers to wear team-identifying apparel and field passes at games and events, consistent with league rules and Board policy.

ARTICLE V — OFFICERS AND BOARD MEMBER DUTIES (JOB DESCRIPTIONS)

Section 1. Required Officers. The officers of the Corporation shall include at minimum a President, Vice President, Secretary, and Treasurer. *MCL 450.2531(1)*. Two or more offices may be held by the same person, except the offices of President and Secretary may not be held by the same person. *MCL 450.2531(3)*.

Section 2. Election; Term; Removal; Resignation. Officers are elected by the Board and serve for the terms established in Article IV, Section 4, until successors are elected and qualified, unless earlier removed or resigned. Any officer may be removed by the Board whenever in its judgment the best interests of the Corporation would be served. *MCL 450.2535(1)*. Resignation is effective upon delivery of written notice unless a later effective date is stated. *MCL 450.2535(3)*.

Section 3. Duties of Board Members Generally. In addition to duties imposed by law, each board member shall act in good faith and in the best interests of the Corporation, comply with these Bylaws and Board policies, and maintain confidentiality of sensitive matters (including scholarship/financial need discussions). *MCL 450.2541(1)*.

Section 4. President (Board Chair). The President shall:

- Serve as the principal executive officer, subject to Board control, and oversee the general affairs of the Corporation. *MCL 450.2531*.
- Preside at Board meetings and help set agendas and priorities.
- Attend required league meetings (football and cheer) to keep the organization informed, or appoint a representative when unable to attend.
- Execute contracts and instruments authorized by the Board. *MCL 450.2481*.
- Oversee (or delegate) marketing and advertising for the program.
- Vote only to break ties, unless otherwise required by the Act, Articles, or these Bylaws.

Section 5. Vice President. The Vice President shall:

- Perform the President's duties if the President is absent, unable to act, or refuses to act. *MCL 450.2531*.
- Support field operations for football and cheer as assigned by the President or Board.
- Perform other duties as assigned by the President or Board.

Section 6. Secretary. The Secretary shall:

- Keep or cause to be kept minutes of all Board and committee meetings. *MCL 450.2487; MCL 450.2523(6).*
- Provide that required notices are given in accordance with these Bylaws and the Act. *MCL 450.2142.*
- Maintain a current register of director and officer contact information.
- Maintain corporate records (electronic and/or paper) and ensure required documents are retained per applicable law.
- Serve as custodian of registrations and rosters (including team roster books for football and cheer), consistent with applicable privacy requirements.
- Coordinate the timely filing of the Corporation's annual report with LARA (Form CSCL/CD-2000) in conjunction with the Treasurer. *MCL 450.2911.*

Section 7. Treasurer. The Treasurer shall:

- Have charge and custody of and be responsible for all funds of the Corporation; deposit funds only in Board-designated depository institutions. *MCL 450.2483.*
- Maintain appropriate accounting records and provide financial reports to the Board at least quarterly (or more often as required during the season).
- Provide receipts and accountings for all monies received; oversee bank reconciliations and appropriate internal controls.
- Obtain Board approval for expenses exceeding **\$200.00** unless the Board approves a different threshold by resolution.
- Coordinate annual review, compilation, or audit activities as directed by the Board, including working with a CPA when appropriate. Note: If the Corporation receives \$250,000 or more in contributions in a fiscal year, Michigan law requires reviewed or audited financial statements; \$500,000 or more requires audited statements. *MCL 400.273(2)(j).*
- Coordinate annual federal/state filings required to maintain 501(c)(3) status (IRS Form 990-series; LARA annual report; Attorney General renewal as applicable). *MCL 400.277; MCL 450.2911.*

Section 8. Director of Football Operations. The Director of Football Operations shall:

- Oversee day-to-day operations of the football program and ensure compliance with league rules and Board policies.
- Attend league meetings with the President when required; assist in communicating league decisions and rule changes to coaches and families.

- Be responsible for football program operations at games, including player weigh-ins when required by league.
- Ensure players are properly equipped for practices and games; coordinate equipment issuance and return through approved processes.
- Submit a football program budget prior to the start of the season; assist in purchasing once approved by the Board. *MCL 450.2483*.
- Nominate head coaches for Board approval; approve assistant coaches consistent with Board policy and background-check requirements.
- Perform other duties assigned by the Board.

Section 9. Director of Cheer Operations. The Director of Cheer Operations shall:

- Oversee day-to-day operations of the cheer program and ensure compliance with league rules and Board policies.
- Attend cheer-related league meetings; communicate decisions and rule changes to coaches and families.
- Be responsible for cheer program operations at games.
- Ensure cheerleaders are properly equipped and in uniform for practices and games; coordinate equipment and uniform processes.
- Ensure league and club rules are adhered to at practices and games.
- Submit a cheer program budget prior to the start of the season; assist in purchasing once approved by the Board.
- Nominate head coaches for Board approval; approve assistant coaches consistent with Board policy and background-check requirements.
- Perform other duties assigned by the Board.

Section 10. Director of Fundraising & Gameday Operations. The Director of Fundraising & Gameday Operations shall:

- Plan, organize, and oversee all Corporation fundraising activities and events, including but not limited to registration drives, merchandise sales, sponsorship outreach, and community fundraisers, consistent with the Corporation's charitable purposes and Board-approved policies.
- Submit an annual fundraising plan and budget to the Board for approval prior to each season.
- Coordinate all gameday operations, including field setup and breakdown, volunteer assignments, gate management, and participant check-in procedures.

- Oversee concessions operations at all home games and events, including inventory management, cash handling procedures, and staffing in compliance with the Corporation's Financial Policies.
- Coordinate banquet, awards, and end-of-season event planning in conjunction with the Board.
- Maintain accurate records of all fundraising income and gameday expenses and report to the Treasurer and Board at each regular meeting.
- Ensure all fundraising activities comply with the Charitable Organizations and Solicitations Act, MCL 400.271 et seq., and all applicable Board policies.
- Perform other duties assigned by the President or Board.

Section 11. Non-Director Appointed Managers. The Board may appoint non-director managers to assist with specific operational areas (e.g., equipment, community outreach, communications/social media). Unless elected as directors, appointed managers are non-voting and serve at the pleasure of the Board. Managers shall provide reports and status updates to the Board in person, via videoconference, or in writing as designated by the Board. *MCL 450.2531.*

ARTICLE VI — MEETINGS OF THE BOARD

Section 1. Regular Meetings. The Board shall hold a regular meeting at least once per month, at a time and place (including by electronic means) as the Board may determine. When practicable, the next meeting date, time, location, and agenda shall be announced on the Corporation's website and/or at the current meeting. *MCL 450.2521.*

Section 2. Annual Meeting. The Board shall hold an annual meeting in November for elections, review of the prior year, and other business. *MCL 450.2521.*

Section 3. Special Meetings. Special meetings may be called by the President, Vice President, Secretary, or any three (3) directors. *MCL 450.2521(3).*

Section 4. Notice. Notice of Board meetings shall be provided at least five (5) days in advance for regular meetings and at least one (1) business day in advance for special or emergency meetings, unless a longer period is required by law or these Bylaws. Notice may be provided electronically and shall include the date, time, location (or access information), and — for special meetings — the purpose. *MCL 450.2521(2); MCL 450.2142.* Waiver of notice is effective if signed by the director entitled to notice before or after the meeting. *MCL 450.2521(4).*

Section 5. Quorum. A majority of the directors then in office constitutes a quorum for the transaction of business. *MCL 450.2523(1).* A minimum of one-third (1/3) of the directors then in office is the statutory floor for any quorum provision.

Section 6. Voting; No Proxy. Each director has one vote. The act of a majority of directors present at a meeting at which a quorum is present is the act of the Board, unless a greater vote is required by law, the Articles, or these Bylaws. *MCL 450.2523(2)*. Directors may not vote by proxy. *MCL 450.2523(3)*.

Section 7. Participation by Electronic Means. Directors may participate in Board meetings by telephone or videoconference so long as all participants can hear and communicate with each other simultaneously. Participation by such means constitutes presence in person. *MCL 450.2521(6)*.

Section 8. Action Without a Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if all directors consent in writing or by electronic transmission. Written or electronic consents shall be filed with and made a part of the minutes of the Board. *MCL 450.2525(1)*.

Section 9. Rules of Order. Meetings may be conducted under generally accepted parliamentary procedures (e.g., Robert's Rules of Order, Newly Revised) to the extent consistent with these Bylaws and as determined by the presiding officer.

Section 10. Minutes. The Secretary shall keep and maintain minutes of each Board and committee meeting. Minutes shall record the date, time, place, directors present and absent, and all actions taken or votes. Minutes are part of the Corporation's permanent records. *MCL 450.2487; MCL 450.2523*.

ARTICLE VII — COMMITTEES, DISCIPLINE, AND CHAIN OF COMMAND

Section 1. Committees Generally. The Board may create standing or special committees and appoint directors and/or other persons to serve on them, as permitted by the Act. *MCL 450.2527*. Committees shall keep minutes and report to the Board. No committee may exercise authority reserved to the Board by law, including: adopting, amending, or repealing bylaws; electing or removing directors or officers; approving dissolution, merger, or disposition of substantially all assets. *MCL 450.2527(4)*.

Section 2. Disciplinary Committee (Standing Committee). The Board hereby establishes a Disciplinary Committee as a standing committee to address significant concerns related to the operation and function of the Corporation, including conduct issues involving coaches, volunteers, participants, and families. The committee shall consist of the President, Vice President, Secretary, Treasurer, Director of Football Operations, and Director of Cheer Operations. The committee may invite additional individuals to provide factual information, but only directors may vote on committee recommendations. The committee shall follow due process principles and maintain confidentiality. *MCL 450.2527; MCL 450.2541*.

Section 3. Chain of Command for Concerns. Prior to submission to the Disciplinary Committee, parent/guardian concerns shall follow the chain of command unless circumstances require immediate escalation: (1) Coach; (2) Director of Football Operations or Director of Cheer Operations (as applicable); (3) Vice President; (4) President; (5) Disciplinary Committee.

ARTICLE VIII — FINANCIAL ADMINISTRATION, CONTRACTS, AND CONTROLS

Section 1. Fiscal Year. The fiscal year shall be January 1 through December 31 of each year, unless changed by Board resolution. *MCL 450.2483.*

Section 2. Budget. The Board shall approve an annual operating budget prior to each fiscal year (or as soon as reasonably practicable). The Director of Football Operations, Director of Cheer Operations, and Director of Fundraising & Gameday Operations shall each submit program budgets to the Board prior to the start of each season. *MCL 450.2501(1).*

Section 3. Bank Accounts; Signers; Controls. The Board shall by resolution designate financial institutions and authorized account signers. The Board shall adopt written internal controls appropriate to the Corporation's size, including dual authorization for significant disbursements where practicable, required documentation for reimbursements, and clear authorization thresholds for expenditures. *MCL 450.2483.*

Section 4. Expense Approval Threshold. The Treasurer shall obtain Board approval for any single expense or series of related expenses exceeding **\$200.00** unless the Board approves a different threshold by resolution. Expenditures in furtherance of an approved budget line may be authorized by the Treasurer up to the threshold amount without individual Board approval, subject to documentation and reporting requirements.

Section 5. Financial Reports. The Treasurer shall provide regular financial reports to the Board at least quarterly (or more frequently during the active season), including income and expense summaries, bank balances, and budget-to-actual comparisons. *MCL 450.2483; MCL 450.2487.*

Section 6. Contracts. The Board may authorize any officer or agent to enter into contracts or execute and deliver instruments in the name of and on behalf of the Corporation. *MCL 450.2481.* No contract, check, draft, note, or other obligation shall be executed on behalf of the Corporation without proper Board authorization.

Section 7. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued unless authorized by Board resolution. The Corporation shall not lend money to, or guarantee the obligation of, any director or officer. *MCL 450.2548(4).*

Section 8. Vendor Services; Website Maintenance. The Corporation may pay or reimburse reasonable expenses for website maintenance and other vendor services. All vendor relationships must comply with the Conflict of Interest Policy (Article IX), be supported by documentation (invoices/receipts), and be approved by disinterested directors when an insider or related party is involved. *MCL 450.2541; MCL 450.2545a.*

ARTICLE IX — CONFLICT OF INTEREST

The Corporation shall maintain a written Conflict of Interest Policy consistent with IRS Form 1023 requirements and Michigan law. *MCL 450.2545a; MCL 450.2541.* Each director and officer shall annually sign a disclosure statement. Any director or officer with an actual or potential conflict of interest in a matter before the Board must: (a) promptly disclose the nature of the conflict; (b) refrain from participating in deliberations on the matter, except to provide factual information when requested; and (c) refrain from voting on the matter. The minutes shall document the disclosure, the determination of whether a conflict exists, alternatives considered, and the vote of disinterested directors. *MCL 450.2545a(1).*

ARTICLE X — PROGRAM POLICIES (FOOTBALL & CHEER)

Section 1. Authority. The Board may adopt reasonable program policies to operate the youth football and cheer programs consistent with the Corporation's charitable purposes, league rules, and these Bylaws. *MCL 450.2261(1)(d); MCL 450.2501.*

Section 2. Returning Participant in Good Standing. For registration priority purposes, a returning player or family "in good standing" generally means:

- Completed the prior season on good terms with the Corporation and participants.
- No parent/guardian in the family has been removed from a Board position for cause during the prior season.
- Volunteer commitments were fulfilled (or opt-out fees paid) in accordance with Board policy.
- Family has consistently followed the Corporation's code of conduct.

Non-consecutive years of participation may affect "returning" status. The Board may make exceptions for extenuating circumstances by majority vote.

Section 3. Football Jersey Number Priority. If jersey numbers are limited, priority shall be given in the following order (football only), unless the Board adopts a different method by policy:

1. JV returning player requesting the same number;
2. Freshman returning player requesting the same number;
3. JV returning player requesting a new number;
4. Freshman returning player requesting a new number;
5. New players (JV and Freshman, in registration order).

Section 4. Volunteer Requirements; Opt-Out. Families are generally expected to meet volunteer requirements established annually by the Board. Board member families are not automatically exempt; however, their roles may be considered when scheduling volunteers. The Board may offer an opt-out option for a Board-established fee announced at registration. Head coaches may receive a volunteer requirement reduction as set annually by the Board.

Section 5. Waiting List for New Athletes. If programs reach capacity, a waiting list shall be maintained in order of registration date. As positions become available, the President or designee will contact the next participant on the list. The participant is expected to attend the next scheduled practice after notification unless alternate arrangements are approved. If the participant declines, the next participant will be contacted.

Section 6. Financial Assistance / Scholarships. The Board may provide registration fee assistance to families in financial need pursuant to a written, objective scholarship/assistance policy approved by the Board and administered confidentially. Assistance decisions shall be documented and approved by disinterested directors where conflicts exist. *MCL 450.2541; MCL 450.2545a*. Families receiving assistance may still be expected to participate in fundraising and volunteer activities as set by policy.

Section 7. Concussion Policy and Training. Coaches, team parents, and board members must complete concussion awareness training through State of Michigan, CDC, University of Michigan, or other Board-approved programs annually (or as required). The Corporation shall provide parents/guardians with concussion fact materials and require acknowledgement prior to season start. Any athlete suspected of sustaining a concussion shall be immediately removed from play and may not return until evaluated and provided written clearance by an appropriate licensed health professional. *MCL 333.9151 et seq. (Michigan Youth Sports Concussion Law)*.

ARTICLE XI — NONDISCRIMINATION AND YOUTH SAFETY

Section 1. Nondiscrimination. The Corporation shall not discriminate on the basis of race, color, national origin, religion, sex, disability, age, or any other status protected by applicable federal or Michigan law in its programs, activities, or operations. *MCL 37.2101 et seq. (Elliott-Larsen Civil Rights Act); MCL 37.1101 et seq. (Persons with Disabilities Civil Rights Act); Title VI of the Civil Rights Act of 1964 (42 USC 2000d)*.

Section 2. Youth Safety. The Board shall adopt and maintain written youth protection policies appropriate for the Corporation's programs, including:

- A Code of Conduct applicable to all directors, coaches, volunteers, parents/guardians, and athletes, establishing behavioral expectations on and off the field;
- Supervision expectations for all adult volunteers working with minors;
- Background check requirements as set forth in Article IV, Section 12; and
- Mandatory reporting obligations under Michigan law.

All coaches, directors, and volunteers who have reasonable cause to suspect child abuse or neglect are mandated reporters under Michigan law and shall immediately report to the Michigan Department of Health and Human Services (MDHHS). *MCL 722.621 et seq. (Michigan Child Protection Law); MCL 722.623 (mandatory reporting).*

Section 3. Social Media and Communications Policy. The Board shall adopt a written Social Media and Communications Policy governing the use of social media, photography, and video recording involving Corporation participants, with particular attention to the protection of minors. The policy shall address: (a) authorized Corporation social media accounts and approved administrators; (b) prohibition on posting identifiable images or information of minors without prior written parental/guardian consent; (c) standards for public communications on behalf of the Corporation; and (d) consequences for policy violations. No director, coach, volunteer, or parent/guardian shall post images or video of minors participating in Corporation activities to personal social media accounts without prior written consent of the minor's parent or guardian. The Board shall adopt this policy by resolution no later than the start of the first program season.

ARTICLE XII — INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. To the fullest extent permitted by the Act, the Corporation shall indemnify directors, officers, employees, nondirector volunteers, and agents against expenses (including attorneys' fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding, by reason of the fact that the person is or was a director, officer, employee, nondirector volunteer, or agent of the Corporation, provided the person acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation. *MCL 450.2561; MCL 450.2562; MCL 450.2563; MCL 450.2564a.*

Section 2. Advance of Expenses. The Corporation may advance expenses incurred in defending a proceeding prior to final disposition upon receipt of an undertaking by or on behalf of the director or officer to repay the advance if it is ultimately determined that indemnification is not authorized. *MCL 450.2564a(4).*

Section 3. Non-Exclusivity. The indemnification provided under this Article shall not be exclusive of other rights to which any person may be entitled under any agreement, vote of directors, or otherwise. *MCL 450.2565.*

Section 4. Insurance. The Board may authorize the purchase and maintenance of directors' and officers' (D&O) liability insurance and general liability insurance on behalf of directors, officers, employees, nondirector volunteers, and agents against any liability asserted against them in such capacity. *MCL 450.2567.*

Section 5. Volunteer Liability Limitation. To the extent permitted by law and as provided in the Articles of Incorporation, the liability of volunteer directors and officers for monetary damages shall be limited as permitted by MCL 450.2209 and MCL 450.2556.

ARTICLE XIII — AMENDMENTS

These Bylaws may be amended or repealed, and new bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the directors then in office, provided written notice of the proposed amendment is given to each director at least ten (10) days prior to the meeting at which the amendment will be considered, together with a copy of the proposed amendment. *MCL 450.2231(1); MCL 450.2231(2).* No amendment shall conflict with the Articles of Incorporation, applicable provisions of the Act, or the requirements of IRC § 501(c)(3).

ARTICLE XIV — DISSOLUTION

Upon dissolution of the Corporation, after paying or making provision for payment of all liabilities, the Board shall dispose of all remaining assets exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (and Section 170(c)(2)), or to the federal government, or to a state or local government, for a public purpose. *MCL 450.2801 et seq.; MCL 450.2803; MCL 450.2804.* The Corporation shall notify the Michigan Attorney General, Charitable Trust Section, and obtain required consent prior to dissolution. *MCL 450.2722; MCL 14.254.*

Important: Dissolution of a Michigan nonprofit charitable purpose corporation requires Attorney General consent. Contact: MI AG Charitable Trust Section, P.O. Box 30214, Lansing, MI 48909, (517) 335-7571.

ARTICLE XV — GENERAL PROVISIONS

Section 1. Parliamentary Authority. In the absence of other applicable rules, the current edition

of Robert's Rules of Order, Newly Revised, shall govern the parliamentary procedure of the Corporation to the extent consistent with these Bylaws and the Act.

Section 2. Severability. If any provision of these Bylaws or the application thereof is held to be invalid or unenforceable for any reason, the remaining provisions shall continue in full force and effect.

Section 3. References to Law. References in these Bylaws to the Act, the Code, or other laws refer to such laws as amended from time to time. The Board shall review these Bylaws periodically (at minimum every two years) to ensure continued compliance with applicable law. *MCL 450.2261(1)(d)*.

Section 4. Headings. Article and section headings are for reference only and shall not affect the interpretation of these Bylaws.

STATUTORY REFERENCE TABLE

Citation	Subject
MCL 450.2101 et seq. (Act 162 of 1982)	Michigan Nonprofit Corporation Act
MCL 450.2106	Definition of "charitable purpose corporation"
MCL 450.2142	Notice requirements; electronic communication
MCL 450.2201	Articles of incorporation — required provisions
MCL 450.2209	Limitation of director/officer monetary liability
MCL 450.2211, 450.2213	Registered office and resident agent
MCL 450.2231	Amendment of bylaws
MCL 450.2251	Lawful purposes; no pecuniary gain
MCL 450.2261	Corporate powers
MCL 450.2302, 450.2303	No-member corporations; board authority
MCL 450.2481	Authorization of contracts and instruments
MCL 450.2483	Financial records; custody of funds
MCL 450.2487	Books and records; inspection rights

Citation	Subject
MCL 450.2501	Board of directors — management authority
MCL 450.2501a	Director minimum age
MCL 450.2507	Term of directors
MCL 450.2509	Staggered terms
MCL 450.2511	Vacancies on board
MCL 450.2513	Resignation of director
MCL 450.2515	Removal of directors
MCL 450.2521	Board meetings; notice; electronic participation
MCL 450.2523	Quorum; voting; no proxy; minutes
MCL 450.2525	Action without meeting
MCL 450.2527	Committees; powers and limitations
MCL 450.2531	Officers — required; election; multiple offices
MCL 450.2535	Removal and resignation of officers
MCL 450.2541	Director/officer standard of conduct; fiduciary duties
MCL 450.2545a	Interested director transactions; conflict of interest
MCL 450.2548	Loans to directors/officers — restrictions
MCL 450.2556	Nondirector volunteer liability limitation
MCL 450.2561-450.2567	Indemnification and insurance
MCL 450.2722	Attorney General consent — dissolution
MCL 450.2801 et seq.	Dissolution of nonprofit corporations
MCL 450.2911	Annual report to LARA
MCL 450.2922	Administrative dissolution — grounds
MCL 400.271-400.294	Charitable Organizations and Solicitations Act

Citation	Subject
MCL 400.273	Charitable solicitation registration
MCL 400.277	Annual renewal of solicitation registration
MCL 14.254	Supervision of Trustees for Charitable Purposes Act
MCL 37.2101 et seq.	Elliott-Larsen Civil Rights Act
MCL 37.1101 et seq.	Persons with Disabilities Civil Rights Act
MCL 333.9151 et seq.	Michigan Youth Sports Concussion Law
MCL 722.621 et seq.	Michigan Child Protection Law (mandated reporters)
IRC § 501(c)(3)	Federal tax-exempt status
IRC § 170(c)(2)	Tax-deductible contributions
42 USC 2000d	Title VI of the Civil Rights Act of 1964

CERTIFICATION

The undersigned certifies that the foregoing Bylaws were duly adopted by the Board of Directors of Shelby Rebels Football and Cheer, Inc. at the Organizational Meeting held on March 27, 2025, and are currently in full force and effect.

Secretary (Print Name): Jack Lawrence

Signature: _____

Date: April 27, 2026