

**Bylaws  
of  
Folsom Vista Youth Football and Cheer**

**(Hereinafter named —the “Corporation”)**

**A California Public Benefit Corporation**

**ARTICLE 1  
OFFICES**

SECTION 1. PRINCIPLE OFFICE The principal office of the corporation for the transaction of its business is located in Sacramento County, California.

SECTION 2. CHANGE OF ADDRESS The county of the corporation’s principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principle office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws:

PO Box 6767, Folsom, CA 95763

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Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

**ARTICLE 2  
PURPOSES AND AFFILIATIONS**

SECTION 1. OBJECTIVES AND PURPOSES The primary objectives and purposes of this corporation shall be to create a character building program while educating youth athletes on the fundamentals of football and cheer. Our goal is to provide an uplifting environment that will maintain the highest standards in athletics and academic achievement. Our success will not be solely determined by wins or losses. Our success will be measured by our demonstration of sportsmanship, teamwork, respect for others and the fun we experience by working together as a team.

The overall objective of this organization is to promote an ongoing youth football and cheer program in Folsom, California. We want to inspire within its participants the ideals of good sportsmanship, respect for oneself and others, teamwork and the pride one feels in

accomplishing academic and athletic achievement. We want to foster these attributes while teaching the fundamentals of youth football and cheer.

This organization will strive for unity of purpose in its endeavors to encompass the whole, rather than that of its parts, and will strive to do so in a democratic fashion. The welfare and continuity of this organization rest with those who accept the challenges and responsibilities placed upon them for services to others in the overall youth football and cheer program.

**SECTION 2. AFFILIATIONS** The Corporation will annually apply for or renew affiliation with a league organization comprised of other youth football and cheer organizations.

### **ARTICLE 3 DIRECTORS**

#### **SECTION 1. NUMBER**

The Board of Directors shall be comprised of not less than five (5) and not more than nine (9) persons elected by the parents of active players, active cheerleaders and other persons interested in the furtherance of the corporation. The number may be changed by amendment of these bylaws, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

#### **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### **SECTION 3. ELECTION**

- (a) Nominations for the Board of Directors can be made by any Board of Director, coach, instructor or parent of any participant. Nominations must be submitted to the Secretary by mid-season. Election of Directors shall be by a majority vote of all voting members casting ballots at the designated voting location or signed absentee ballot filed with the Secretary prior to the elections close. If no nominations are filed the President may appoint positions as needed.
- (b) General Election shall be held at the last scheduled home game of the season (typically in October or November) of each year to elect Board Directors whose term has ended according to the organization's established bylaws.

(c) Parents of active players and cheerleaders will be afforded voting rights at the annual General Meeting when a Board position is vacant or to become vacant as the normal term is expiring. Each family will receive one vote.

(d) When a mid-term vacancy exists the position will be filled by the President and ratified by a simple majority of the Directors casting votes at said meeting.

#### SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) To perpetuate the organization
- (b) To control the organization
- (c) To set organizational policies
- (d) To take care of all matters dealing with the organization
- (e) To set, direct and control all monetary policies
- (f) To have the authority necessary to carry out all duties, whether or not specifically enumerated within the bylaws, for the organization to function.
- (g) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws.
- (h) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all Directors, Coaches, assistant coaches, instructors, weigh masters and parent volunteers of the corporation.
- (i) Supervise all coaches, committee members, and/or parent volunteers of the corporation to assure that their duties are performed properly.
- (j) Meet at such times and places as required by these bylaws.
- (k) Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
- (l) The Executive Committee (Officers) so named, the Board of Directors, shall consist of the President, Vice President of Football, Vice President of Cheer, Secretary, Treasurer, Store Manager, Concessions Director, Equipment Manager and Event Director.
- (m) Duties and Responsibilities of the Board Members are as follows:

##### 1. **President:**

- (a) The President shall chair all Board meetings. The President shall set the agenda for all business to be discussed. The president will maintain orderly procedure through the use of parliamentary rules as outlined in Roberts Rules of Order.
- (b) Conduct the affairs of the corporation and execute the policies established by the Board of Directors.
- (c) Represent the corporation at League meetings and any other meetings as necessary.
- (d) Be responsible for the conduct of the corporation in strict conformity to the policies, principle rules and regulations of the affiliate league and within the guidelines.
- (e) Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds,

mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

- (f) Coordinate with the proper authorities all background checks and documentation of all Board Directors, Coaches, and other Corporation officials as necessary.
- (g) Investigate complaints, irregularities, and conditions detrimental to the corporation and report to the Board of Directors as circumstances warrant.
- (h) Monitor and communicate any affiliate league changes to the Board of Directors to ensure changes are documented and implemented within the organization.
- (i) Participate in organizational fundraising events as needed.
- (j) Have other duties as assigned by the Board of Directors.
- (k) Maintain record of contacts, suppliers, etc. for future reference.
- (l) In general, perform all duties incident to the office of President and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- (m) Make decisions in the best interest of the organization.
- (n) Nominate for board approval, mid term replacements for executive board positions.
- (o) Provide leadership of program directors for fundraising events.
- (p) Serve as the primary representative/ liaison between the Program and the City of Folsom.

## **2. Vice President of Football**

- (a) Serve as alternate league representative.
- (b) Submit budget to the Treasurer on all Football related expenditures.
- (c) Annually solicit new coaches, assistant coaches, weigh masters and instructors for program. Submit recommendations to Board of Directors for review and approval.
- (d) When a head coaching position becomes available the Director shall follow the criteria outlined in the Member Handbook, current addition Handbook.
- (e) Conduct liaison between the Board of Directors and the coaches regarding rules, philosophy, policies of the organization and dissemination of information.
- (f) Responsible for coaches' compliance with league rules.
- (g) Responsible for making arrangements and ensuring at least 2 coaches per team are CPR/1st Aide certified.
- (h) Manage and/or supervise practices and games.
- (i) Supervise and assume responsibility for try-outs.
- (j) Examine the applications and proof-of-age documents of every player candidate and certify the residence and age eligibility based on requirements before a player may be accepted for try-outs and selection.
- (k) Order and maintain as directed by the budget all medical supplies needed for all teams as well as field medical kit for all home games.
- (l) Participate in organizational fundraising events as needed.
- (m) In general, perform all duties incident to the office of Vice President of Football and such other duties as may be required by law, by the articles of incorporation of this

corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

- (n) Make football related decisions in the best interest of the organization.
- (o) Maintain record of contacts, suppliers, etc. for future reference.
- (p) Have other duties as assigned by the Board of Directors.

### **3. Vice President of Cheer**

- (a) Establishes methods and requirements for recruiting cheerleaders, coaches, instructors and volunteers.
- (b) Annually recruit head coaches and instructors for approval by the Board of Directors.
- (c) Create and present cheerleading budget to Treasurer for Board approval.
- (d) Manage and/or supervise all cheerleading coaches and instructors.
- (e) When a head coaching position becomes available the Director shall follow the criteria outlined in the Member Handbook, current addition Handbook.
- (f) Conduct liaison between the Board and the coaches regarding rules, philosophy, policies of the organization and dissemination of information.
- (g) Responsible for coaches' compliance with league rules.
- (h) Responsible for making arrangements and ensuring at least 2 coaches are CPR/1st Aide certified.
- (i) Manage and/or supervise Cheer clinic and assume responsibility for try-outs.
- (j) Establishes time, date and location of practices.
- (k) Manage and/or supervise practices, games and performances.
- (l) Order participants, coaches and instructors uniforms.
- (m) Ensure that routines and cheer audio conform to league guidelines.
- (n) Supervise others who report to the Vice President of cheer such as the assistant to the Vice President of Cheer.
- (o) Attend all mandatory cheer meetings called by the affiliated leagues.
- (p) Participate in organizational fundraising events as needed.
- (q) In general, perform all duties incident to the office of Vice President of Cheer and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- (r) Make cheer related decisions in the best interest of the organization.
- (s) Maintain record of contacts, suppliers, etc. for future reference.
- (t) Have other duties as assigned by the Board of Directors.

### **4. Secretary:**

- (a) Be responsible for recording the activities of the corporation and maintain appropriate files, mailing lists, and necessary records.
- (b) Keep the minutes of the Board of Directors meetings and retain and file them for easy access.
- (c) Conduct all correspondence (newsletters, sign-ups, etc.) not otherwise specifically delegated in connection with meetings and carrying out all orders, votes and

resolutions.

- (d) Collect nominations for open positions on the Board of Directors and prepare final list of nominations at least two weeks in advance of appointed election date. Make copies of the list of nominations and positions available to any interested Member. Prepare all absentee ballots for Members unable to attend annual meeting.
- (e) Give notice of all meetings of the corporation and the Board of Directors.
- (f) Monitor and forward incoming mail, email and voicemail communications from public to the appropriate Board Member for response.
- (g) File field use permits and maintain all organizational contracts.
- (h) Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.
- (i) Conduct all corporation correspondence and weekly membership newsletters.
- (j) Monitor website to ensure information is current and accurate
- (k) File annual Articles of Incorporation documents to the California Secretary of State for approval.
- (l) Maintain current and update rules, bylaws and Handbook.
- (m) Submit bylaws changes to the Board for Approval every two years.
- (n) File corporate bylaw information with governmental agencies as required.
- (o) Participate in organizational fundraising events as needed.
- (p) Have other duties as assigned by the Board of Directors.
- (q) Maintain record of contacts, etc. for future reference.
- (r) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **5. Treasurer**

- (a) Receive all moneys and securities, and deposit them in a depository approved by the Board of Directors.
- (b) Maintain bank account with authorized signatures.
- (c) Keep records for the receipt and disbursement of all moneys and securities of the corporation. Approve all payments from allotted funds and draw checks in agreement with the budget and policies approved by the Board of Directors.
- (d) Prepare an annual budget and financial statement under the direction of the President for submission to the Board of Directors at the May meeting.
- (e) Provide a written report to the Board of Directors monthly, including status of income and expenditures against budget.
- (f) Have corporation books, accounts and records in condition for audit at all times and ready to turn over to his/her successor in the office of the Treasurer.
- (g) Insure that all accounts are properly designated and that there shall be no mixing of personal or non-league assets of the corporation.
- (h) Prepare and file all necessary financial reports.

- (i) Secure CPA and assist in preparing tax returns.
- (j) Prepare books for external audit and arrange this audit prior to August 1st of each year.
- (k) Participate in organizational fundraising events as needed.
- (l) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- (m) Make finance related decisions in the best interest of the organization.
- (n) Have other duties as assigned by the Board of Directors.
- (o) Maintain record of contacts, etc. for future reference.

#### **6. Concessions Director:**

- (a) Be responsible for all concessions activities
- (b) Prepare menu items and submit a budget to the Treasurer including sales and expenses.
- (c) Submits all receipts and proceeds to Treasurer with a profit and loss statement.
- (d) Procure necessary concession items and equipment consistent with approved corporation budget, in compliance with City, County and/or State health agency requirements.
- (e) Coordinate volunteer assistance in cooperation with Team-parent Coordinator.
- (f) Assure set-up and take down of Concessions Area before and following games.
- (g) Assume responsibility for and assure the safe disposition of the corporation owned concessions equipment.
- (h) Maintain record of contacts, suppliers, etc. for future reference.
- (i) Supervise volunteers reporting to the Concessions Director.
- (j) Participate in organizational fundraising events as needed.
- (k) In general, perform all duties incident to the office of the Concession Director and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- (l) Make concessions related decisions in the best interest of the organization.
- (m) Have other duties as assigned by the Board of Directors.

#### **7. Eagle Store Manager:**

- (n) Be responsible for all Eagle Store activities
- (o) Submit a budget to the Treasurer including projected sales and expenses.
- (p) Submit all receipts and proceeds to Treasurer.
- (q) Procure necessary retail items consistent with approved corporation budget, in compliance with City, County and/or State health agency requirements.
- (r) Coordinate volunteer assistance in cooperation with Team-parent Coordinator.
- (s) Assure set-up and take down of Eagle Store Area before and following games and other events.
- (t) Assume responsibility for and assure the safe keeping of store inventory.

- (u) Maintain record of contacts, suppliers, etc. for future reference.
- (v) Supervise volunteers reporting to the Eagle Store Manger.
- (w) Participate in organizational fundraising events as needed.
- (x) In general, perform all duties incident to the office of the Eagle Store Manager and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- (y) Make store related decisions in the best interest of the organization.
- (z) Have other duties as assigned by the Board of Directors.

## **8. Event Director**

- (a) Submit a budget to the Treasurer
- (b) Plan and execute individual and team photos.
- (c) Plan and execute events such as All Sports Night, Picture Day and game day events such as teacher and alumni appreciation with appropriate recruitment items (banners, video, etc.) and vendors.
- (d) Plan and execute the Jr. Eagles' participation in the annual Homecoming parade event.
- (e) Plan and execute opening day in coordination with the Concession Director.
- (f) Plan and execute community activities for football and cheer teams that have been approved by the Board of Directors, i.e., attendance at high school football games, community parades, community functions, etc.
- (g) Plan and execute Academic Excellence Program.
- (h) Plan and execute Football and Cheer awards banquets in coordination with Vice President of Football and Vice President of Cheer.
- (i) Supervise assistant Events Coordinator and any parent volunteers assisting with Events planning.
- (j) If applicable, staff the FAA Fireworks booth with parent volunteers
- (k) In general, perform all duties incident to the office of the Event Director and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- (l) Make event related decisions in the best interest of the organization.
- (m) Have other duties as assigned by the Board of Directors.

## **9. Equipment Manager**

- (a) Working with the VP of Football and Cheer, submit a budget to the Treasurer.
- (b) Work with the VP of Football to procure football uniforms and equipment as necessary for the upcoming season.
- (c) Manage the inventory of all personal football equipment (pads, helmets, uniforms, etc.)
- (d) Schedule helmets for reconditioning and certification as necessary by league, insurance or state mandate.
- (e) Manage the inventory of all durable football equipment (sleds, bags, etc.)



- (f) Coordinate football equipment distribution and collection.
  - (g) Assist in helmet maintenance and fitting throughout season.
  - (h) In general, perform all duties incident to the office of the Equipment Manager.
  - (i) Make equipment related decisions in the best interest of the organization.
  - (j) Have other duties as assigned by the Board of Directors.
- (n) The following additional positions may be appointed by the Board of Directors and will consist of volunteers from members of the corporation. These positions shall be referred to as Associate Board members with limited voting rights. The following positions are allowed to vote on all issues, with exception of staffing and confidential matters:
1. Assistant to the President
  2. Assistant VP Football
  3. Assistant VP Cheer
  4. Parent Volunteer Coordinator
  5. Webmaster
  6. Corporate Fundraiser / Sponsor Manager
  7. Safety Program Manager

#### SECTION 5. TERMS OF OFFICE

- (a) Each director shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies.
- (b) The term of office of all Directors shall be for two years, with half the members elected in even years and half in odd years. Directors are appointed on an annual basis.
- (c) There shall be no limit on the number of consecutive terms that may be served by a Director. Each new term will begin in January following the annual general election.
- (d) The Board of Directors is expected to serve full terms and to attend all meetings and organization functions. If a board member fails to comply with these conditions, the Board of Directors may remove such member.
- (e) The newly elected Board of Directors will meet with the active Board of Directors during the Board's regular January and February meetings in order to promote continuity.
- (f) In the case of death, removal or withdrawal of any Board of Director, the President, with the approval of at least thirty percent (30%) of the Board of Directors, is empowered to appoint his or her successor until the next general election meeting.
- (g) The Vice President of Football may only serve as a football coach by majority vote from the Board of Directors.
- (h) The Vice President of Cheer may only serve as a cheer coach by majority vote from the Board of Directors.
- (i) Except as set forth herein, no board member of this corporation shall be authorized to incur any obligation or to make any disbursement on behalf of the corporation unless authorized by the Board of Directors.

#### SECTION 6. COMPENSATION

Directors and Associate Board Members shall serve without compensation but shall be allowed one free athlete registrations per year and one free clinic per year. Approval of free registration for Directors and Associate Board Members shall be subject to Board approval along with the annual budget. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

## SECTION 7. REGULAR AND ANNUAL MEETINGS

Board Meetings Regular Board meetings shall be held at the place, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation. The Board shall meet, at minimum, monthly.

- (a) Meeting time and place is to be specified in the minutes of the previously scheduled meeting. Time and location of such meeting may be changed up to 24 hours in advance prior to such meeting to all board members.
- (b) All meetings of the Board of Directors shall be open to the general membership. Voting on the Corporation matters shall be by the Board of Directors only. However, any member may address the Board of Directors, make requests, and provide information or attempt to influence the Board's action at appropriate times during Board meetings.
- (c) Meetings that deal with personnel issues will be closed to the general membership.

## SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by a majority vote of the board directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

- (a) The Secretary or President will give a verbal notice at least 24 hours prior to such meeting to all board members.
- (b) Any action required or permitted to be taken by the Board may be taken without a meeting, only if a majority of the members of the Board of Directors individually or collectively consent as filed with the minutes of the proceedings of the Board. Action by consent shall have the same force and effect as a majority vote of the Board of Directors. Action without meeting shall be properly reported and documented to the Board at the next regularly scheduled meeting.
- (c) In urgent or emergency matters, the Board of Directors may take immediate action on any and all matters that adhere to the purposes of this corporation, unless otherwise stated by the by-laws or this corporation's Handbook, current edition (Handbook).

## SECTION 9. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice but generally will be communicated to members via the corporation's website. Special meetings of the board shall be held upon four (4) days' notice by telephone or written notification. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation.

## SECTION 10. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

## SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present.

## SECTION 12. QUORUM FOR MEETINGS

- (a) The Board of Directors cannot conduct business without a quorum, which is defined as a two-thirds majority of its duly elected members. A majority vote of those present at a duly constituted meeting is required to adopt any measure unless specified herein.
- (b) All Board of Directors are eligible to vote on any issue brought before the board unless the issue directly affects an individual's role within the organization. Members of the Board of Directors may abstain from any vote.
- (c) Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.
- (d) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 9 of this Article.
- (e) The Board of Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

## SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of

incorporation, bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

#### SECTION 14. CONDUCT OF MEETINGS

Meetings of the board of directors shall be conducted by the President of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by —Robert’s Rules of Order“; as such rules may be revised from time to time, in so far as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

#### SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority.

#### SECTION 16. VACANCIES

- (a) Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.
- (b) Directors may be removed without cause by a majority of the directors then in office.
- (c) Any director may resign effective upon giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.
- (d) In the case of death, immediate removal or immediate withdrawal of any Board of Director, the President, with the approval of at least thirty percent (30%) of the Board of Directors,

is empowered to appoint his or her successor until the next general election meeting.  
(e) A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

#### SECTION 17. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **ARTICLE 4 COMMITTEES**

SECTION 1. The corporation shall have committees, as may from time to time be designated by resolution of the board of directors. Such committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees. Such committee will be members of the organization and will not receive compensation for their service.

### **ARTICLE 5 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

#### SECTION 1. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any member of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, a member shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### SECTION 2. FINANCIAL ACCOUTING

- A. The Board of Directors shall decide all financial matters of the corporation and shall place all income in a common Association Treasury, directing expenditures responsibly, in the best interest of members, of same in such manner will not provide an individual or team an advantage over another.
- B. The Board shall not permit the solicitation of funds in the name of the corporation unless all of the funds raised are placed in the corporation's treasury.
- C. The Board shall not permit the disbursement of the Corporation's funds for other than the conduct of the corporation's activities, in accordance with the rules and policies set forth herein.
- D. No participant, Director, Coach, Instructor or Volunteer Parent of the corporation shall

- receive, directly or indirectly any salary compensation from the corporation for services rendered as Director, Coach, Instructor or Volunteer Parent.
- E. All money received shall be deposited to the credit of the corporation in a local bank and all disbursement shall be made check signed by an authorized Board member.
  - F. The Board shall approve all expenditures in excess of \$100.00 for non-budgeted items.
  - G. In the month of May of each year, the Treasurer will submit a budget to the Board for the upcoming season's expenditures. Any additional expenditure during the season will be at the approval of the Board of Directors.
  - H. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.
  - I. Upon dissolution of the corporation, and after all outstanding debts and claims have been satisfied, the Board of Directors shall distribute the property of the corporation to another federally incorporated entity maintaining an objective similar to the objectives of this corporation.

## **ARTICLE 6**

### **FISCAL YEAR**

#### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on March 1<sup>st</sup> of each year and end on the last day of February in the following calendar year.

## **ARTICLE 7**

### **MEMBERSHIP**

#### **SECTION 1. DETERMINATION OF MEMBERS**

If this corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the articles of incorporation or bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board of directors.

#### **SECTION 2. ELIGIBILITY**

- A.** The following persons shall be deemed members of the corporation: parents of registered players, coaches, assistant coaches, instructors or other persons interested in the furtherance of the corporation.
- B.** The Board of Directors, whose members are the parents of active players, active cheerleaders and/or other persons interested in the furtherance of the corporation.

The Board of Directors is elected by the membership of the corporation and represents the total membership on behalf of the corporation.

- C. Any player/cheerleader meeting the player/cheerleader eligibility requirements as set forth in the affiliate league's bylaws or rules and regulations in the Affiliate League Guidelines, current edition (Guidelines), and this corporation's Handbook, current edition (Handbook).

SECTION 3. MEMBERSHIP RULES All active members must adhere to the requirements as set forth in the affiliate league's bylaws or rules and regulations in the Affiliate League Guidelines, current edition (Guidelines), and the corporation bylaws, Handbook, current edition (Handbook).

#### SECTION 4. SUSPENSION OR TERMINATION OF MEMBERSHIP

- A. The Board of Directors shall, by majority vote of those present at any duly constituted meeting, have the authority to discipline, suspend or remove from office, or bar from this organization, any member of the Board of Directors, participant, coach, assistant coach, instructor, parent or volunteer, who, by neglect of duty, or by other conduct tends to impair his/her usefulness as a member of the Board, participant or as a coach, assistant coach, weigh master, parent or volunteer, or who is detrimental to the objectives, programs or ideals of the corporation. The individual involved shall be notified of such meeting, informed of the general nature of the complaint and be given an opportunity to appear at the meeting to answer the complaint.
- B. Any Participant, Director, Coach, Assistant Coach, Instructor, weigh master Parent or volunteer who is ejected from a game, or involved in activity deemed to be detrimental to the best interests of the corporation and/or the League (as defined in the current Handbook) or in violation of the stated objectives must appear before the Board of Directors or a duly appointed committee that has full powers to suspend or revoke rights to future participation. Minor children required to appear for disciplinary review will be accompanied by a parent or legal guardian. Failure to appear before the Board of Directors or the committee shall not prevent the Board of Directors or committee from resolving the issue.
- C. If the participation by any Board of Director or committee member poses a conflict of interest, he/she will not be allowed to participate in such case.
- D. In the absence of Board approval, all rights of any member in the corporation and its property shall cease on the termination of membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, fees or assessments arising from contract. The corporation shall retain the right to enforce any such obligation or obtain damages for its breach and any Participant, Director, Coach, Assistant Coach, Instructor, or Parent whose membership is terminated by revocation shall have no claim against the corporation, its Directors, or Members for any benefits or accruals that may be alleged to exist.
- E. Any person suspended or terminated for disciplinary reasons or is determined by the Board to have made a serious violation of the Code of Conduct, cannot be considered for a leadership position in the corporation including, but not limited to Director, Coach,

Assistant Coach, Instructor or Weigh Master for a period of not less than two years.

## SECTION 5. FAIR HEARING

Members subject to discipline shall be entitled to a fair hearing upon proper notice and an opportunity to be heard and to present evidence before the Board of Directors or a duly elected committee. Failure to appear before the Board or committee shall not prevent the Board or committee from resolving the issue.

## **ARTICLE 8 FEES**

SECTION 1. PARTICIPANT MEMBERS A reasonable participation fee may be assessed as a parent's obligation to assure the operational continuity of the corporation. It is the policy of the corporation that the inability to pay participation fees shall not prohibit an individual from participating in the corporation's activities. A reasonable fee may be assessed for checks returned for non-sufficient funds.

SECTION 2. FEE WAIVER Members who can not afford to pay the participation fee shall notify the President, who will make sure that the suggested fees do not prevent a player from participating in the corporation's activities. This determination will be based on income guidelines for subsidies set by the Board of Directors, which are based on the State of California's school lunch standards.

SECTION 3. REFUNDS Requests for all types of refunds must be made in writing to the Treasurer by the parent and/or legal guardian of the participant and must provide the reason for refund. Each case will be considered by the Board of Directors and will be judged on a case by case basis. If an athlete is cut from the team prior to the Jamboree or first league game, which ever comes first, a refund of 100% minus \$50 will be given without written request and without the approval of the Board of Directors.

SECTION 4. EQUIPMENT REFUNDS Regardless of the ability to pay the participation fee, equipment deposits will be collected upon the issuance of football equipment or cheerleading uniforms (if a cheerleading uniform is provided by the corporation). Deposits will be refunded upon return of the football equipment or cheerleading uniform. Damage not considered normal wear and tear will be subtracted from the equipment deposit.

## **ARTICLE 9 CONFLICT OF INTEREST**

### SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY



The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## SECTION 2. DEFINITIONS

### (a) Interested Person.

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

### (b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

(2) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

### (a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.

### (b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Director's meeting while the

determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the Board of Director's meeting or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The president of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board of Directors or committee shall determine whether the corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal from the corporation.

#### SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings of the Board of Directors and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to

the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**SECTION 5. COMPENSATION APPROVAL POLICIES** When approving compensation for contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

(a) The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.

(b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1 is not the person who is the subject of compensation arrangement, or a family member of such person;

2 Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement

3 Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement

4 Has no material financial interest affected by the compensation arrangement; and

5 Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

6 As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board of Directors.

## **SECTION 6. ANNUAL STATEMENTS**

Each Board of Director, and member of a committee with powers delegated to by the Board of Directors, shall sign, upon appointment, a statement which affirms such person:

(a) Has received a copy of these bylaws and has read and understands the conflict of interest policy

(c) Has agreed to comply with the policy, and

(d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**SECTION 7. PERIODIC REVIEWS** To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Board of Directors of these bylaws and any policies or procedures adopted by the organization.

**SECTION 8. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.



**ARTICLE 10  
PLAYING RULES**

**SECTION 1: Rules and Regulations** Consistent with these bylaws, the corporation will follow rules and regulations set forth and provided by the affiliate League Organization.

**SECTION 2: Disciplinary Action** Any active member who fails to conform to the corporation rules for playing is subject to discipline in accordance with the disciplinary process outlined in these bylaws and the corporation Handbook, current edition (Handbook).

**ARTICLE 11  
ACCESS TO RECORDS**

**SECTION 1.** All active Members have the right to inspect and copy bylaws, standing rules, approved minutes, financial records, at reasonable times, for purposes reasonably related to the person's interest as a Member.

**ARTICLE 12  
AMENDMENT OF ARTICLES**

**SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS**

Before any members have been admitted to the corporation, any amendment of the articles of incorporation may be adopted by approval of the board of directors.

## SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the Board of Directors of this corporation.

## SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement of Amendment of Articles of Incorporation in compliance with California Corporations Code sections 5810-5820.

### **ARTICLE 13**

#### **AMENDMENT OF BYLAWS**

These bylaws may be amended, repealed or altered by a majority vote at any organized meeting of the Board of Directors provided that notice of proposed changes are included in the meeting notice. At least once every two years the terms and conditions of the bylaws shall be reviewed by the Board of Directors to insure current applicability.

### **ARTICLE 14**

#### **EXEMPT ACTIVITIES**

Notwithstanding any other provision of these bylaws, no director, member or representative of this organization shall take any action or carry on any activity by or on behalf of this Corporation not permitted to be taken or carried on by an organization exempt under Section 501c (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 1709 c (2) of such Code and the Regulations as they now exist or as they may hereafter be amended.