

# Colonie Pop Warner Football Programs, Inc. By-Laws

## ARTICLE I - NAME AND LOCATION

**Section 1. Name** - The name of this organization is the Colonie Pop Warner Football Association. It was incorporated as Colonie Pop Warner Programs, Inc. in the State of New York in 1961. (**hereinafter “the Corporation”**).

**Section 2. Location**- Colonie Pop Warner is the official Pop Warner Association for the area encompassed by the South Colonie School District. The principal office of the Corporation shall be located in the Town of Colonie, County of Albany, State of New York.

**Section 3. Records** - There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these by-laws, and all minutes of meetings of the Board and the Executive Committee.

## ARTICLE II - OBJECTIVES

**Section 1.** To organize, manage and promote a program of Pop Warner Football for boys and girls in the Town of Colonie, County of Albany, State of New York.

**Section 2.** To solicit, collect, and otherwise raise money and to expend, disburse and dispose of the same all for the purpose of accomplishing the objective of Section 1 of this article.

**Section 3.** To conduct any and all lawful activities that may be useful in accomplishing the foregoing purposes.

## ARTICLE III - STATUS

The Corporation shall be a not-for-profit corporation established under the laws of the State of New York. The Corporation shall do all things necessary to qualify and remain exempt from income tax under Section 501 (c)(3) of the U.S. Internal Revenue Code of 1986, as amended from time to time.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these bylaws, the Corporation shall carry on **(a)** as a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or **(b)** as a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE IV- MEMBERSHIP

**Section 1.** Any boy or girl meeting the requirements of the Northeast Regional Pop Warner Federation and the Capital District Pop Warner Federation and whose residence is in the South Colonie School District shall be eligible to participate in the Colonie Pop Warner Association.

**Section 2.** Boys and girls who live outside the South Colonie School District are eligible to participate on a space available basis provided that they are not registered to play in another association. The president of South Colonie Pop Warner will contact the president of the child's home association to inform them that the child is participating in South Colonie Pop Warner. In all cases if a team is full, a child residing in South Colonie takes precedence over a child residing outside of the District.

**Section 3.** If a boy or girl has registered to participate in another association for that year or has been expelled from another association the year before they must obtain a release from the association that they have registered with or been expelled from before playing for Colonie Pop Warner.

## ARTICLE V - MEETINGS

**Section 1.** Regular meetings of the Executive Committee shall be held at least once a month. The members of the board shall be notified at least three (3) days in advance. Commissioners, coaches, and team mothers may attend if invited by the board.

**Section 2.** An annual meeting of the Board of Directors shall be held on the **second Monday of February** at a date, time and place to be determined at a preceding meeting of the Executive Committee. The purpose of the annual meeting shall be to elect officers, appoint head coaches of the football teams, and cheerleading squads. Present a year end financial report, and transact any other business that may come before the board. This meeting is open to all who wish to attend. The place of the annual meeting will be announced at the annual banquet.

**Section 3.** A special meeting of the Executive Committee may be called at any time by any member of the Executive Committee. A special meeting of the Board of Directors may be called at any time by the President and one other officer or by three directors who submit the call in writing to the President or Secretary. Only such business as shall be specified in the notice of the meeting may be transacted at this special meeting.

**Section 4. Notice** - Notice of any special meeting of the Executive Committee shall be given personally or by writing at least five days in advance of the meeting. Any Executive Committee member may waive notice of the meeting. The attendance of a Executive Committee member at any meeting shall constitute a waiver of notice of such meeting, except when Executive Committee member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

**Section 5. Quorum** - A quorum necessary for the conduct of business shall be 51% of the Executive Committee. All questions coming before a meeting shall be decided by a majority of the committee in attendance.

**Section 7. Manner of Acting**

(a). The act of a majority of the executive committee members present at a meeting at which a quorum is present when the vote is taken shall be the act of the Executive Committee, unless the act of a greater number is required by law or by these by-laws.

(b). Any one or more members of the Board of Directors or any committee thereof may participate in any meeting of the Board of Directors or Executive Committee by means of a conference telephone or similar communications equipment, if available, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence, in person, at the meeting.

**Section 8. Attendance** Any director who shall not have attended at least two-thirds of the regular and special meetings of the Executive Committee during the year, and any such director who is a member of the Executive Committee who shall not have attended at least two-thirds of the aggregate of regular and special meetings of the Executive Committee and the Board of Directors in such year, shall automatically be terminated as a director at the end of such year. However, extenuating circumstances affecting a director's ability to attend the required number of meetings may be taken into consideration by the Executive Committee and the provisions of this section may be waived. Should any member of the Board of Directors be absent unreasonably from three (3) consecutive meetings of the Corporation without sending a communication to the President or the Secretary stating a reason for so doing, and if the excuse should not be accepted by the members of the Executive Committee, his or her seat on the Board of Directors may be declared vacant, and the President may forthwith proceed to fill the vacancy.

## **ARTICLE VI- EXECUTIVE COMMITTEE**

### **Section 1. Members of the Executive Committee**

1. President
2. Executive Vice President
3. Ten (10) Vice Presidents (listed below)
  - a. Football Program
  - b. Cheerleading Program Coordinator
  - c. Player Agent
  - d. Concession Stand
  - e. Equipment
  - f. Fund Raising
  - g. Field Maintenance
  - h. Medical & Little Scholars
  - i. Awards & Recognition (in charge of Sponsor book, trophies, and banquet)
  - k. Information (Website)
4. Secretary
5. Treasurer

### **Section 2. Duties of the Executive Committee**

1. Transact any business that may be referred to it.
2. Elect Head Coaches
3. Prepare and submit an annual financial report to the Association.
4. Hold all hearings needed in placing a Head Coach on probation or suspension.

**Section 3.** An opportunity shall be given for nominations from the floor at the annual meeting. A person wishing to run for an office on the Executive Committee shall either be at the annual meeting or have sent a letter stating he/she will accept the office if elected. The slate of officers shall include a President, Executive Vice President, Secretary, Treasurer, and the ten (10) Vice Presidents of the Executive Committee.

**Section 4.** - All officers of the Executive Committee will be elected by a majority vote of the Board of Directors.

### **Section 5. Duties of Executive Committee**

The officers of the Corporation shall be a President, Executive Vice President, a Secretary, A Treasurer, and the ten (10) Vice Presidents. No person may hold more than one office in the Corporation. The Executive Committee shall have general power to manage and control the affairs and property of the Corporation and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Executive Committee and the Board of Directors and shall have full and complete authority with respect to personnel, financial affairs, and such measures as may be necessary to carry out the purposes of the Corporation, except that the Executive Committee and the Board of Directors shall not permit any part of the assets, income or profit to inure to the benefit of any director, officer, or other private individual.

(a). **The President** -The President of the Executive Committee shall advise the Executive Committee and the Board of Directors regarding the goals and activities of the Corporation. The President shall preside at all ceremonial functions. The President shall preside at all annual meetings of the Association, shall be a member ex officio of all committees and shall perform such duties as may be prescribed in these By-laws or assigned by the organization or by the Board of Directors. In the absence of the President, the Executive Vice President shall perform the duties of the President. In the absence of both the President and the Executive Vice President, the President shall appoint one of the Vice Presidents to perform the duties of the President.

(b). **Executive Vice President** - The Executive Vice President shall exercise the powers and perform the duties of the President in the absence or disability of the President. In the absence of the President, the Executive Vice President shall perform the duties of the President. In the absence of both the President and the Executive Vice President, the President shall appoint one of the Vice Presidents to perform the duties of the President.

(c). **Vice Presidents** - Vice Presidents shall act as aids to the President. One (1) Vice-President shall be assigned to the nine (9) areas as stated in Article VI-Executive Committee, section 1:3 of these Bylaws.

(d). **Secretary** - The Secretary shall be responsible for giving proper notices to Executive Committee members, for maintaining the records and minutes of the Corporation and shall have charge of the seal of the organization and sign such documents as are authorized by the Board of Directors and performing such other duties as assigned by the Executive Committee. The secretary shall keep an accurate record of all meetings, shall conduct the correspondence of the Association and perform other duties as assigned.

(e). **Treasurer** - The Treasurer shall serve as Chairperson of the Budget and Finance Committee. He/she shall have oversight of all funds of the Corporation. He/she shall present financial reports to the Executive Committee at each regularly scheduled meeting. He/she shall cause an annual audit of all financial operations of the Corporation during the past year to be made and approved by the Board of Directors. He/she shall prepare and present an annual report of the financial conditions of the Corporation to the Board of Directors, at its first board meeting of the year, or as soon as possible thereafter. The treasurer shall receive all monies of the organization, shall keep an accurate record of the receipts and expenditures, and shall pay out funds as authorized by the Association. All bills shall be sent to the President for approval before payment by the Treasurer.

(f). **Immediate Past President** - The Immediate Past President shall serve as an ex-officio member of the Corporation and shall be available for assistance to the President.

**Section 6. Term and Starting Date** - The term of office of all elected officers of the Corporation shall be one year and until successors have been elected and qualified. The term shall begin immediately upon election. An Executive Committee member shall assume the responsibility of his/her office immediately following the election and shall serve until his/her successor shall be duly elected and qualified.

**Section 7. Signing checks** - The President, the Treasurer, and such other persons as designated by the Executive Committee shall be authorized to sign the checks of the Corporation, except that no two persons,

related or living in the same household, shall be authorized to sign checks without a second authorized person also signing the check.

**Section 8. Removal of Officers** - Any officer elected by the Executive Committee may be removed by a two-thirds vote of the Executive Committee whenever in its judgment the best interest of the Corporation may be served. Such member shall be notified of the intention of the Executive Committee to consider his/her expulsion at least five days prior to the meeting. The member shall be given an opportunity of a hearing before the Executive Committee, but he/she shall not be represented by professional counsel. Passage of such resolution shall, without other acts on the part of the Executive Committee, terminate such membership.

**Section 9. Vacancies** - A vacancy in any office, because of death, resignation, removal, or otherwise, may be filled by the Executive Committee upon recommendation of the President or Executive Vice-President for the unexpired portion of the term.

## **ARTICLE VII – BOARD OF DIRECTORS**

The Board of Directors shall consist of all elected officers and a representative of each football team and cheerleading squad. The Head Coach of each team may select his representative for this Board. Any head coach who holds a position on the Executive Committee shall appoint a certified staff member (Commissioner or Assistant Coach) as the team representative on the Board of Directors. To be certified, a representative must sign a Code of Conduct and pass background check required by National Pop Warner.

**Section 1. Duties of the Board of Directors**

- (a). Approve plans or projects of all kinds.
- (b). Authorize all capital expenditures and extraordinary expenses which exceed \$500.

Extraordinary expenses will be defined as expenses incurred outside the normal operation of the league during the season. Normal expenses over \$500, incurred during the season (non-extraordinary) shall be authorized by the Board of Directors.

- (c). Transact any business that may come before this Board.
- (d). Elect all officers.

**Section 2.** All matters coming before this Board will be voted on and approved by a majority vote of all the members present. A quorum for this Board will be 51% of the total number of members of the Board. This total will be needed before a meeting can be held.

**Section 3. Quorum** - A quorum necessary for the conduct of business shall be 51% of the Executive Committee. All questions coming before a meeting shall be decided by a majority of the committee in attendance.

## **ARTICLE VIII - SELECTION AND ELECTION OF THE EXECUTIVE COMMITTEE**

**Section 1.** The Nominating Committee will present a slate of nominees for members of the Executive Committee to the Corporation. If the Corporation does not elect a full board, the Nominating Committee will submit new nominations at the next regular or special meeting, upon proper notice.

**Section 2.** The Nominating Committee shall be composed of the Executive Vice-President, and two other persons who may or may not be current Executive Committee members as agreed to by the President and the Executive Vice President. The Nominating Committee may seek recommendations for the Executive Board from the Executive Committee and maintain an ongoing list of recommendations.

**Section 3.** The Nominating Committee shall select candidates for the Executive Committee according to the charge of the President as provided and in conformance with Corporation policy and these by-laws. Not later than 30 days prior to the annual meeting, the Nominating Committee shall present a slate of willing candidates to replace the elected Executive Committee members whose terms expire at the end of the year or to fill vacant seats on the Executive Committee.

**Section 4.** The slate of candidates for the Executive Committee and notice of the annual meeting shall be mailed first class, to the Board of Directors between ten and fifteen days before the annual meeting.

## **ARTICLE IX - STAFF**

**Section 1.** Head coaches of all teams shall be approved by the Executive Committee at the annual meeting and will hold this position for one (1) year, or when released by the Executive Committee as per the requirements of these by-laws.

**Section 1a.** The Head coaches must submit for approval by the Executive Committee a list of the names of all assistant coaches, equipment managers, medics, and commissioners. This will be done July 1<sup>st</sup> (in order to help with background checks).

**Section 2.** Anyone wishing to be a head coach must submit in writing his/her request to the Executive Committee by 7 p.m. of the third Sunday of January.

**Section 3.** A head coach from the previous year will be given first preference for their position, then any coach from the previous season will be given preference, unless they were placed on probation or were suspended by the Executive Committee during the previous season.

**Section 4.** A staff member may be placed on written probation sent by certified mail by the Executive Committee by a vote of 51% of the members of the Executive Committee only after a hearing and all who wished to be heard was held by the Corporation.

**Section 4a.** Probation letters shall be given to the President who shall seal and preserve for a period of not less than the term of probation.

**Section 5.** A staff member may be suspended by a vote of 2/3 of the Executive Committee. This action may only take place after a staff member has been placed on probation.

**Section 6.** All staff must obey all rules in the Coaches Code of Conduct of the National Manual of Pop Warner.

**Section 7.** By a unanimous vote of the Executive Committee a staff member may be suspended from the Corporation for a direct violation of the Pop Warner Coaches' Code of Conduct without being placed on probation.

\*Staff consists of head coaches, assistant coaches, junior coaches, equipment managers, team parents, team medic, and commissioner.

## **ARTICLE X - COMMITTEES**

Committees for specific purposes may be created by the President, to promote the objectives and interests of the Corporation. Committees may be formed for such activities as organizing the banquet, fund raising, and cheerleading competitions, etc. The chairman of the committee can be selected by the President or voted in by the members. Each committee will serve until the next annual meeting.

## **ARTICLE XI – RULES**

**Section 1.** The National Pop Warner rules for the current season shall be binding on the Association.

**Section 2.** Rules promulgated by the Capital District Pop Warner Federation and the Northeast Regional Pop Warner Federation will apply unless they conflict with the National Pop Warner rules.

## **ARTICLE XII - FINANCES**

**Section 1.** Fiscal Year - The fiscal year of the Corporation shall be a calendar year from January 1 through December 31.

**Section 2.** General Fund - All financial receipts shall constitute the General Fund of the Corporation unless otherwise provided by the Board of Directors.

Restricted Fund – The Corporation shall establish and maintain a special fund to supplement the cost of football or cheer teams that are declared the Eastern Region Champion and choose to advance to the Pop Warner National Championship. The minimum balance in the Restricted Fund shall be **one thousand dollars**

(\$1,000.00). Up to 75% of the accumulated funds greater than \$1,000.00 may be distributed in any one year and shall be distributed in equal amounts among all teams qualifying as Eastern Region Champions. Transfers from the Restricted Fund to the General Fund may be authorized by a vote of 2/3rds of the Board of Directors for direct expenditures related to travel, lodging, and meals for players and staff of competing teams, or for such long-term investments in uniforms and equipment or capital improvements that would pose a extraordinary burden to the General Fund in any one year.

**Section 3. Budget** - The Treasurer, as Chairperson of the Budget and Finance Committee, shall present a proposed budget for the succeeding year to the Executive Committee at its annual meeting in February and the Executive Committee shall adopt a budget.

**Section 4. Bond** - If the Executive Committee requires by resolution, such persons as may be designated to sign checks, may be covered individually and collectively be a sufficient fidelity bond in the amount set by the Executive Committee. The bond shall be executed through an approved indemnity company and the cost thereof shall be paid for by the Corporation.

**Section 5. Debts and Obligations** - No debt or obligation shall be created or incurred by any officer, employee, or agent of this Corporation unless it is authorized or ratified by the Executive Committee.

### **ARTICLE XIII - AMENDMENTS**

**Section 1.** These by-laws may be amended at any of the Association's meeting by an affirmative voted of two-thirds (2/3) of the Board of Directors present. The proposed change shall be provided to each member before the time of the meeting which is to consider the change.

### **ARTICLE XIV - CONFLICTS OF INTEREST**

**Section 1.** No member of the Board of Directors or Officer of the Association shall receive any salary, fee, payment, honorarium or other compensation or item of value of any kind from another party of the Association as a result of such Executive Committee Member's or Officer's position or affiliation with the Association, except where the Executive Committee may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Association.

**Section 2.** No Director or Officer of the Association shall (i.) engage in any course of conduct which will result in a conflict of interest or potential conflict of interest with the Association or (ii.) take any position publicly as a representative of the Association which has not been approved by the Executive Committee of the Association. The name of the Association or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objects of the Association.

**Section 3.** Any possible conflict of interest shall be disclosed to the Executive Committee by the individual(s) concerned.

**Section 4.** When any such conflict of interest is relevant to a matter requiring action by the Executive Committee or any Committee of the Corporation, the interested person shall bring the matter to the attention of the Executive Committee or such Committee and such person shall not vote on the matter.

**Section 5.** Furthermore, the individual having a conflict of interest shall leave the meeting room in which the Executive Committee or the Committee in meeting and shall not participate in the final deliberation or decision regarding the matter that is being considered. The individual shall, however, provide the Executive Committee or the Committee with all relevant information.

**Section 6.** The minutes of the meeting of the Executive Committee or the Committee in meeting shall indicate that the conflict of interest was disclosed and that the interested person was not present during the discussion and did not vote on the matter.

#### **ARTICLE XV - PARLIAMENTARY RULES**

The proceedings of all meeting of the Executive Committee and committees shall be governed by and conducted according to the latest edition of "Robert's Rules of Order."

#### **ARTICLE XVI - DISSOLUTION**

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed, to the members of the Executive Committee of the Corporation. On the dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as defined in IRS Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

Amended March, 2004

Adopted

