

**Bylaws Of The Auburn Mavericks DBA Placer Jr Hillmen
Youth Football Association**
(Updated/Effective November 2024)

ARTICLE 1 - OFFICES:

1.01 - Principle Office: The Board of Directors shall fix the locations of the principal executive office of the Corporation at any place, within or without the State of California. If the principal executive office is located outside of this State, and the Corporation has one or more offices within this State, the Board of Directors shall fix and designate a principal business office in the State of California.

1.02 - Other Offices: The Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

Article 2 - MEMBERS:

2.01 - Qualifications: All of the current calendar year's parents/guardians of certified players and spirit leaders are automatically members of the Auburn Mavericks, Inc. Organization. Members over the age of eighteen (18) are entitled to occupy the seats of, nominate, and elect members of the Executive and General Boards of Directors, when each team of office expires and when such election events are annually held and fixed by the Board, at the end of each fiscal year.

2.02 - Notification of Regular Meetings: All of the Association's current parents/guardians in the program have the right to public notification and to attend the regular meetings of the Board. The members also retain the right to give advisory input to decisions pending before the Board, at these regular meetings, which affect the operations and business of the Association.

Article 3 - DIRECTORS:

3.01 - Number: The authorized number of Directors shall be fixed, for any fiscal year, by the current year's President which will be enough, and adequate in its aggregate amount, to ensure the efficient and expeditious conduct of the Association's business without hindering the execution of the letter or the spirit of the Association's Constitution. No setting Board with a two thirds ($\frac{2}{3}$) majority of the assembly which would be less than four (4) may vote to alter, change, or amend the Association's Constitution or Bylaws.

3.02 - Powers of Directors.:

3.021 - General Corporate Powers: Subject to the provisions of the California nonprofit Law and any limitations in the articles of incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

3.022 - Specific Powers: Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

3.022.1 - Select and remove all officers: agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles or incorporation, and these Bylaws.

3.022.2 - Change the Principal Executive Office: or the principle business in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside of the State of California, for the holding of any members' meeting or meetings, including annual meeting.

3.022.3- Adopt, make, and use a Corporate Seal; prescribe the forms of membership certificates; and alter the form of the seal and certificates.

3.022.4- Borrow Money and Incur Indebtedness: on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name; promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

3.022.5 - Dissolution: If at any time the Board deems it necessary to dissolve the organization, all funds and assets shall be donated to a state recognized non-profit organization of their choosing.

3.03 - Terms of Office: The President has a two year term of office. The Vice President has a two year term of office. The Secretary has a two year term of office. The Treasurer has a two year term of office. The Cheer Coordinator has a two year term of office. The Operations Director has a two year term of office. The Athletic Director has a two year term of office. The Equipment Manager has a two year term of office. Two Directors are designated, one by the President and one by the majority vote of the combined executive and general boards of Directors to have two year terms. A Director may succeed him/herself in such office.

3.04 - Chairman of the Board: The Chairman of the board shall be the elected President of the Auburn Mavericks, Inc. The Chairman of the board shall preside at the Board's meetings and shall have additional powers and duties, as set for in these Bylaws and, as adopted by resolution of the combined Executive and General Boards of Directors.

3.05 - Vacancies:

3.051: Events Causing Vacancy: A vacancy or vacancies in the executive and general boards of directors shall be deemed to exist on the occurrence of any one of the following:

3.051.1: The death or resignation of a director:

3.051.2: The declaration by resolution of the executive or the combined executive and general boards of directors, of a vacancy of the office of a director who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order or judgment, by any court, to have breached a duty under sections 5230 and following, of the California Nonprofit Corporation Laws.

3051.3: By the vote of the majority of directors

3051.4: An increase in the authorized number of directors by the President or the combined executive and general boards of Directors.

3.052: Resignations: Except as provided in this paragraph, any director may resign, which resignation may be accepted by the Chairman of the Board, The President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of the Director is effective at a later time, the Boards of Directors may elect a successor to take office when the resignation becomes effective.

3.053: Filling of Vacancies: Vacancies in the board of directors (when referred to as such, shall be considered to be the combined executive and general board of directors) shall be filled by the majority of the remaining director then in office when the resignation becomes effective even though the less than a quorum, or by the sole remaining Director.

3.06 - Meetings:

3.061: Place of meetings, meetings by telephone. Regular meetings of the board of directors may be held at any place, within or outside of the State of California that has been designated, from time to time, by resolution of the board. In the absence of such designation, regular meetings shall be held at the Principal Executive office of the corporation. Special meetings of the board shall be held at any place within or outside of the State of California Office of Corporation. Notwithstanding, the above provisions of this subsection: (A) A regular or special meeting of the board of directors may be held at any place when consented to by all the directors, either before or after the meeting. If consents are given they shall be recorded or filed with the minutes of the meeting. Any meeting, either regular or special, may be held by conference telephone, or any similar kind of communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

3.062: Annual Meeting: Unless the board of directors fixes another date and notifies each director, as provided in subsection 3.064, the annual meeting of directors shall be held in Auburn, California in the last or first months of each calendar year.

3.063: Special Meetings: Special meetings of the board of directors, for any purpose, may be called at any time by the president or any three (3) elected board members.

3.064: Notice: Notice of the time and place of special meetings, or of any annual meeting, held on a date different than that specified in this subsection 3.062 shall be given to each director by one of the following methods:

- (1) By Email
- (2) By Band App or another app used for the program for notifications
- (3) By telephone communication including text, either directly to the director or to a person at the director's office or residence who is reasonably, expected to communicate such notice promptly to the director

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation. Notices sent by first class mail shall be deposited in the United States Mail Box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty either (48) hours before the time set for the meeting. The notice shall state the time, place and purpose of the meeting.

3.065 - Quorum: A majority of the authorized number of directors (the assembly) shall constitute a quorum for the transaction of business, except to adjourn as provided in subsection 3.068. Every act or decision done or made by a majority of the directors present at a meeting duly held at which such a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California State Nonprofit Corporation Law, especially those provisions relating to the following:

- (1) Approval of contracts or transactions in which a director has a direct or indirect material financial interest
- (2) Appointment of committees, and
- (3) Indemnification of directors

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for that meeting.

3.066 - Waiver of notice: The transaction of any meeting of the board of directors, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice if:

- (1) A quorum is present; and
- (2) Either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding a meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Notice of the meeting shall also be deemed given to any director who attends the meeting, without protesting before or at its commencement, about the lack of adequate notice.

3.067 - Adjournment: A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

3.068 - Notice of adjournment: Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty four (24) hours, in which case personal notice of the time and place shall be given before the time or the adjourned meeting to the directors who were not present at the time of adjournment.

3.07 - Action without meeting: Any action required or permitted to be taken by the board of directors, subject to the provisions of the constitution and these bylaws, may be taken without a meeting, if all the members of the board, individually or collectively, consent to that action. Such action shall have the same force and effect as a unanimous vote of the board of directors. Such consent that has been given will be filed with the minutes of the proceedings of the board.

3.08 - Committees: The President or the board of directors of the Auburn Mavericks, Inc., may appoint one or more committees, however composed, for any purpose. However, subcommittee or committees may not exercise the authority of the board

3.081 - Meetings and actions of committees: Meetings and actions of committees of the board of directors shall be governed by and held and taken in accordance with the provisions of sections 3.06 and 3.07 of these bylaws, concerning meetings of directors and director's action without a meeting. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

3.09 - Attendance: All voting board members are required to attend 10 of the 12 standard monthly board meetings in a calendar year. If any voting board members miss more than 2 meetings the executive board will meet and discuss that board members current position. All non-voting board members are required to attend no less than 3 meetings a year, with the first meeting of the year being mandatory.

ARTICLE 4: OFFICERS:

4.01 - Officers: The officers of the corporation shall be the executive directors, as specified by the constitution- the president, vice president, secretary, treasurer, operation director, cheerleading coordinator, athletic director and equipment manager. The corporation may also have, at the discretion of the president or the board of directors,

more than one vice president (only one of which will sit on the executive board, others installed will sit on the general board of directors), one or more vice secretaries, and one or more assistant treasurers. Any number of offices may be held by the same person, except that neither the secretary or the Chief financial officer may serve concurrently as president. The general board members/directors may be referred to as the board of appointed directors. Collectively the executive and general board members/directors may be referred to as the board of directors or the board. There shall be as many general board members as the president or a majority of the board of directors deem necessary to efficiently and expeditiously conduct the necessary business of the association.

4.02 - Removal of officers: Subject to the rights and provisions of these bylaws, if any, of an officer of the association or under any contract of employment, may be removed, with cause, by the president (CEO) by the board or directors, or at any regular or special meeting of the board.

4.03 - Resignation of officers: Any officer or director may resign at any time from the board by giving written notice to the corporation. Ant resignation shall take effect at the date of the receipt of that notice or at any other time specified in the notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Ant resignation is without prejudice to the rights, if any, of the corporation under any contract to which the office or director is a party.

4.04 - Vacancies in office: A vacancy in any office, because of death, resignation, removal, disqualification, or any other cause shall be filled only in a manner prescribed in these bylaws for regular appointment to that office.

4.05 - Responsibilities of Officers:

4.051 - President: Subject to such supervisory powers as may be given by the board of directors to the chairman of the board, the president shall be the Chief Executive Officer of the corporation and shall, subject to the board of directors, have general supervision, direction and control of the affairs and activities and the officers of the corporation. He/she shall have general powers and duties of management usually vested in the office of the president of a corporation, and shall have such other powers and duties as may be prescribed by the board directors or these bylaws.

4.052 - Vice President: in the absence or disability of the president, the vice president if any in order of their rank as fixed by the board of directors, shall perform all the duties of the president, and when so acting shall have such other of the powers and perform such other duties as from time to time, may be prescribed for them, respectively, by the board of directors these bylaws, or the association's president.

4.053 - Secretary: The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of the holding, whether regular or special, how authorized, the notice given and directors required by the bylaws or by law to be given, and shall have such other of the powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the bylaws, and president.

4.054 - Treasurer: The Chief Financial Officer (Treasurer) shall keep and maintain, or cause to be kept or maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The CFO shall deposit all monies and other valuables in the name and to the credit of the corporation. With such depositories, as may be ordered by the board or directors, shall render to the president and the directors, whenever they request it, an account of all his/her transactions as CFI and of the financial condition of the corporation. The CFO shall have such other powers, and perform such other duties as, from time to time, may be

prescribed for him/her respectively, by the board of directors, the bylaws, or the Association's President. If required by the board of directors or the president, the CFO shall give the corporation a bond in the amount and with the surety or sureties specified by the board or the President, for faithful performances of the duties of his/her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his/her control on his deathbed, resignation, retirement, or removal from office.

4.055 - Operations Director: The Operations Director shall perform the duties necessary to register all participants both football and cheer in the program and keep the appropriate books necessary to provide for their certification in the program. The Operations Director shall secure on behalf of the organization practice and playing fields and perform such duties from time to time as set forth by the board of directors, President or Bylaws.

4.056 - Cheer Coordinator: The Cheerleading Coordinator will oversee, recruit and manage all coaching positions. The Cheer Coordinator will oversee all aspects of the Cheer Program and organize and hold an annual Cheer Clinic prior to registration for the season. Will work with the Operations Director to ensure that all Cheer participants are properly registered and certified. Manage the ordering, distributions and return of Cheer uniforms. Will keep the Board apprised of Cheer activities and provide the Board a budget for proposed Cheer expenses.

4.057 - Athletic Director: The Athletic Director will oversee and manage field safety. Will oversee, recruit and manage all football coaching positions. Ensuring that all practice and game fields are safe for practice and game day activities. Implement a system for keeping game day scores and highlights for the media.

4.058 - Equipment Manager: The Equipment manager will inventory and store all equipment at season end. Send equipment for regular and necessary inspection. Maintain equipment in good working order and provide for "on field" equipment repair and replacement. The Equipment Manager will research and suggest to the Board new equipment purchases.

4.06 - Confidentiality and Unity:

4.061 - Confidentiality: All current executive and general board members have a responsibility to the program to keep all internal discussions/situations, decisions and removal/suspension discussions confidential. This includes but is not limited to discussing voting results for a suspension or removal, sharing what was said during confidential situations. These discussions should not be shared or discussed with anyone outside of the current board.

4.062 - Unity: All board members have a responsibility to stand as a unit for any decision that is made during a meeting even if you do not agree with the final vote/discussion. This also includes but is not limited to decisions or actions needing to be taken during a game, practice, competition, playoffs, championships, PJH events etc.

ARTICLE 5: EXECUTIVE AUTHORITY:

5.01 - The President's Executive Authority: Executive authority empowers the Association's president, and his/her designated representatives, to take whatever action they deem necessary to preserve good order and proper government, for the protection of the corporation, Association and its programs.

5.02 - Actions of the Executive Authority: Those actions included in Executive Authority include, but are not limited to, suspension of any individual director, officer, agent, employee, volunteer or representative whose actions, words, or deeds, are not in the best interest of the corporation or its programs, from the organization or program without an individual hearing.

5.03 - The President's responsibility: The president has the ultimate responsibility for all branches of the corporation, Association or programs. As such, the president may exercise his/her executive authority in all matters pertaining to the association and its directors, officers, agents, employees, volunteers, representatives, parents, players and any paid or volunteer personnel.

5.04 - Scope of executive authority: Executive authority simply means the president may take actions he/she deems advisable for the benefit of the association to ensure good order and proper government. Action that includes, but is not exclusive of, suspending a coach, board member, or any other personnel, player/cheerleader, or parents from the program.

5.05 - Right to a hearing: Only coaches and board members are entitled to a hearing as a result of a presidential suspension. The hearing will be at the combined of the executive board of directors, and in accordance with an individual's rights of due process or privacy, if any and at the President or board's discretion may be closed to the association's general membership.

5.06 - Decisions of Executive Authority: The decisions involving executive authority that are deemed detrimental to other youth football associations may be overturned by SYF, when in the context of the league participation, but is not subject to league sanction or appeal when in the strict context of the association's due process or necessary non-associated business.

5.07 - Challenging executive authority: Abuses in the exercise of executive authority can be dealt with in the following manner:

5.071 - Impeachment: A president's executive authority may be challenged by a majority of the board of directors through the impeachment process (see Robert's Rules of Order). A president may be impeached by a two thirds ($\frac{2}{3}$) majority of the combined executive and general boards of directors as prescribed by "Robert's of order" revised.

5.08 - Chain of Command: When dealing with any situation not specifically covered or alluded to in the association's bylaws or operating rule book, the following individuals are empowered to exercise their executive authority to render such needed rulings as their responsibilities are defined and directed by the president or $\frac{2}{3}$ majority of the board.

5.09 - Discipline of Board Members, Coaches, Parents and Instructors: The Board of Directors has the discretion to discipline, suspend or remove any coach, board member, instructor, player, parent/fan and spectator from any practices, games, competition or any other event at any time for violating PJH or SYF rules, philosophy or code of conduct. Removal will be based on a majority vote of the current Executive Board of Directors. The disciplined party will have the right to request a grievance session following the decision with the Executive Board of Directors with a meeting to follow based on the Executive Board of Directors availability. If any coach, instructor or board member badge is pulled, it will remain pulled for the remainder of the season plus an additional year.

5.10 - Removal of Board Members or Coaches: In addition to 5.09 and in accordance with our organization's commitment to ensuring the safety and security of all participants, any and all board members or coaches are subject to removal based on their background check status. This policy aligns with our unwavering dedication to upholding the highest standards of integrity and accountability within our community. Background checks serve as a crucial component in our vetting process, enabling us to thoroughly evaluate individuals' histories and safeguard the welfare of those under our care. Therefore, any failure to comply with or meet the requisite background check criteria may prompt the executive board to consider removal from their respective positions within the

organization. We prioritize the well-being and trust of our members, and this measure reinforces our steadfast commitment to maintaining a safe and nurturing environment for all.

ARTICLE 6: RECORDS, REPORTS and INSPECTION RIGHTS:

6.01 - Maintenance of Constitution, Articles and Bylaws: The Corporation shall keep at its principal office the original or a copy of the constitution, articles, and bylaws, as amended to date.

6.02 - Maintenance of other corporate records: The accounting books, records, and proceedings of the board of directors and any committee(s) of the board of directors, shall be kept at such a place designated by the board of directors or, in absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and accounting books and records shall be kept in either written or typed form or, in any other form capable of being converted into written, typed or printed form.

6.03 - Inspection by Directors: Every director shall have the absolute right, at any reasonable time, to inspect all books, records and documents of every kind, as well as, the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

6.04 - Annual Report: The Corporation shall provide to the directors, within 120 days after the close of the fiscal year which runs January through December, a report containing the following information in reasonable detail:

6.041 - Assets and Liabilities: Including the trust funds of the corporation, as of the end of the fiscal year.

6.042 - The Principal changes in assets and liabilities, including trust funds, during the fiscal year.

6.043 - Revenue or Receipts of the corporation, both unrestricted and restricted to particular purpose, for the fiscal year.

6.044 - The expense or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

6.045 - Information by California Corporations Code Section 6322, regarding transactions with interested persons and indemnifications.

ARTICLE 7 INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS:

7.01 - Definitions for the purposes of this article:

7.011 - Agent: "Agent" means any person who is or was a director, officers, employee, or other agent of this corporation, or is/was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic, association, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.

7.012 - Proceeding: "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative action.

7.013 - Expenses: "expenses" means and included, without limitation, all attorney's fee, costs, and any other expenses incurred in the defense of any claims or proceedings against any agent and all attorney's fees, costs and other expenses incurred in establishing a right to indemnification under this article.

7.02 - Successful Defense by an Agent: To the extent that an agent of this corporation has been successful, on the merits in the defense of any proceeding referred to in this article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent settles any such claim or sustains a judgment rendered against him, then provisions of the section 7.03 through 7.05 shall determine whether the agent is entitled to indemnification.

7.03 - Actions Brought by persons other than the corporation: Subject to the required findings to be made, pursuant to section 7.05, below, this corporation shall indemnify any person who has or is party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of this corporation, or by an officer, director, or person granted related status by the attorney general on the ground that the defendant director was or is engaging in self dealing within the meaning of the California Corporations Code Section 5233, or by the attorney general or a person granted related status by the attorney general for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

7.04 - Actions Brought by or on behalf of the corporation: If any agent settles or otherwise disposes of a threatened or pending action brought by, or on the behalf of, this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding. This corporation shall indemnify any person who was or is a party of threatened to be made a party to any threatened, pending or completed action brought by or on the behalf of this corporation, by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

7.041 - Good Faith Conduct: The determination of good faith conduct required by section 7.05 below must be made in a manner provided for in that section

7.042 - Court Determination: Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

7.05 - Determination of Agent's Good Faith Conduct: The indemnification granted to an agent in section 7.03 and 7.04 above, is conditioned on the following:

7.051 - Good faith and reasonable care: The agent seeking reimbursement must be found, in the manner provided below, that he/she acted in good faith, in a manner believed to be in the best interest of this Association, and with care, including reasonable injury, as an ordinary prudent person in a like position who use in similar circumstances. The termination of any proceeding, by judgment, order, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner in which he/she reasonably believed to be in the best interests of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of criminal proceedings, the person must have had no reasonable cause to believe that his/her conduct was unlawful.

7.052 - Proper method of determination: The determination that the agent did act in a manner complying with subparagraph 7.051, above, shall be made by:

7.052.1 - The board of directors, by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

7.052.2 - The Court in which the proceeding was or is pending, such determination may be made on application brought by this association or the agent or the attorney or the other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this association.

7.06 - Limitations: No indemnification or advance shall be made under this article, except as provided in sections 7.05, 7.0521, and 7.0522, in any circumstance when it appears that (1) the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time or accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (b) that the indemnification would be inconsistent with any condition expressly imposed by the court in approving a settlement.

7.07 - Advance of Expenses: Expenses incurred in defending any proceeding may be advanced by this association before the final disposition of the proceeding on the receipt of any undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined, ultimately, that the agent is entitled to be indemnified as authorized in this article.

7.08 - Contractual Rights of Non-Directors and non-officers: Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of this association, or any subsidiary hereof, may be entitled by contract or otherwise.

7.09 - Insurance: The board of directors may adopt a resolution authorizing the purchase and maintenance, on behalf of any agent of the association, against any liability asserted against or incurred by the agent in such capacity of arising out of the agent's status as such, whether or not this association would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE 8 MISCELLANEOUS SECTIONS:

8.01 - Changes to the minutes: All changes to the minutes must be initialed by the president

8.02 - Practice session supervision: A team manager, board member, other than a coach, or an agent of the board of directors must be present at all practice sessions in all practice locations.

8.03 - Practice Session Restrictions: Practice sessions may be closed to any and all individuals who may be creating a disturbance or annoyance, at the direction of the head coach or Board Members.

8.04 - Locker Room Security: No one will be allowed into the locker rooms without the express permission of the head coach.

8.05 - Parent Contracts: No youngster will be allowed to practice until his/her parents have signed all the required parent/player contracts.

8.06 - News Releases: All news articles released must be approved by the president or the Publicity director

8.07 - Scholarship Awards: Scholarship plaques must be presented to those players eligible at the awards ceremony(banquet). Any youngster will have a "B" average with not more than one "C" if balanced by an "A" and has no citizenship marks below satisfactory is eligible.

8.08 - Refunds: There are absolutely no refunds of registration or equipment rental fees. If a youngster is cut from the team and the coaching staff agrees the cut was made for the benefit of the youngster and not for disciplinary reasons, a maximum refund of half the fees may be granted.

8.09 - Complaints: Parents' complaints should be made directly to the agent of the board at the practice sessions, and those complaints should be referred to the board for review and necessary actions. All parental complaints should first be told to the agent at the practice session, then put in writing and dated, with the name of the complainant. The agent will then convey the complaint, first to the affected head coach, or team representative present, after the session, immediately, if the severity of the complaint warrants. Action on the complaint must then be taken by the board no later than the next regular or special meeting.

8.10 - Impeachment of the president or association director: The president and other officers of the board may be impeached by a two thirds vote of the board of directors (see Robert's Rule of Order). The individual involved must be notified twenty four (24) hours prior to a vote on impeachment, at the board level, and has the right to request a hearing, in writing, within twenty four (24) hours of the proposed action to answer charges and specifications before the expulsion vote. Failure to request a hearing, in writing within the mentioned time restriction, will result in an automatic expulsion. The impeached/ expelled individual will be notified in writing through his/her address of record by either mail or hand delivery, of said expulsion/ impeachment.

8.11 - Financial Obligations: Any individual is prohibited from contracting obligations or expending money on behalf of the organization without the consent of the executive board.

8.12 - Weight Limits: All players must meet the age and weight limits based on the current year SYF Rule Book. The player's age as of August 1st of the current year shall determine team level of participation. Player weight will determine position eligibility, i.e. skilled player, x-man. Any player weighing heavier than the skilled player weight will be certified to participate as an x- man only. All incoming 8th graders are required to participate at the 14U level only.

8.13 - Financial Obligations:The Athletic Director and Cheerleading Coordinator are responsible for submitting a budget to the board with a breakdown of what is required/needed for that year.

8.14 - Registration Fee: A registration fee must be received for each youngster before they will be allowed to participate in a practice session. Subsequently, any participant that makes the team after the conditioning period is required to rent tackle football protection equipment and uniforms. The equipment deposit must be received, in full, unless otherwise specified by the board, prior to any participant receiving tackle football protection equipment and participating in contact practice sessions. The board shall determine the amount of registration and rental fees each year. Each Cheerleader will purchase their own uniform through the Association- no equipment deposit is required for cheerleaders.

8.15 - Team Bonding Events: Only events coordinated and hosted by the organization will be allowed to take place. No Team Bonding events put on by any coaches, parents, kids or anyone else in the program are allowed between July through November of the current year unless approved by the current president 1 week prior to activity request. All requests must be in writing and submitted via email by the head coach. The president will have 72 hours to respond to such a request, the president's decision is final. Any teams who do not follow the

rules will result in the head coach's immediate removal from the program and the remainder of the season as discipline as mentioned in 5.09 above.

8.16 - Paid Helpers: The board has the ability to decide if a position should be appointed to someone in exchange for monetary payment. If there is a position that the board feels needs to have a paid person in it, the board will discuss the amount, position and selected person for the role. Paid Helpers can be terminated without notice at any time. Examples of paid helpers are snack bar, camera man, announcer etc. Paid Helpers can not be parents/guardians of current players in the program and these spots would not count toward mandatory volunteer hours.

ARTICLE 9 BRANCHES OF THE ASSOCIATION:

9.1 - Administrative Branch: The Administrative branch shall consist of the executive board and the general board of directors, as described in the association's constitution and these bylaws.

9.2 - Football Branch: The coaching or team branch of operation shall consist of the Athletic Director, so designated by the length of service to the association, a head coach and team manager for each team. These individuals will coordinate, with their designated assistants, the organization responsible for the activities of the football program.

9.3 - Cheerleading Branch: The Cheerleading branch of the organization shall consist of the Cheerleading coordinator, a head coach and assistant coaches, and instructors for each squad representing. These individuals will coordinate with their designated assistants, the organization responsible for the activities of the cheerleading program.