

**BY-LAWS  
OF  
PALISADES PIRATES YOUTH FOOTBALL ASSOCIATION**

**ARTICLE 1 - DEFINITIONS**

- Section 1. The term "corporation," as hereinafter set forth, shall mean the Palisades Pirates Youth Football Association, a Pennsylvania domestic non-profit corporation whose registered address is P.O. Box 272, Ottsville Pa. 18942
- Section 2. The term "Director," as hereinafter set forth, shall mean an Individual elected to serve on the executive committee of the corporation.
- Section 3. The term "Executive Committee", as hereinafter set forth shall mean an executive committee of officers of the corporation.
- Section 4. The term "Member," as hereinafter set forth, shall mean a member of the corporation.
- Section 5. The term "President", as hereinafter set forth, shall mean the President of the corporation who is elected by the members.
- Section 6. The term "Officer," as hereinafter set forth shall mean all officers of the corporation who are elected by the members.

**ARTICLE II – MEMBERSHIP**

- Section 1. **ELIGIBILITY** . Membership shall be open to any natural person, 18 years of age or older, regardless of race, creed, color, sex or national origin. Members shall be elected by a majority vote of the membership.
- Section 2. **APPLICATION** . Application for membership shall be made to the Secretary of the corporation, or in such manner designated by the executive committee.
- Section 3. **DUES** . The membership may determine from time to time the amount, if any, of initiation fee, annual dues, and special assessments payable by the members.
- Section 4. **EXPULSION** . The membership by affirmation vote of 2/3 of the members present at a duly constituted meeting may expel a member from the corporation for cause after notice as set forth here and after an appropriate hearing. A written notice containing the reasons and causes for the proposed expulsion shall be mailed by ordinary mail and certified mail, return receipt requested, to the member at least ten (10) days prior to the scheduled hearing.
- Section 5. **TERMINATION** . The membership by a majority vote of those present at a duly constituted meeting may terminate the membership of any member who shall default in payment of any dues, fees, or assessments after having first mailed by ordinary mail a written notice of the intended action at least ten (10) days prior to the scheduled meeting.
- Section 6. **REINSTATEMENT** . Upon written request signed by an expelled or terminated member filed with the Secretary, the membership may by affirmative vote of 2/3 of the members present at a duly organized meeting, reinstate such former member to membership upon such terms as the membership may deem appropriate.

## ARTICLE III - MEETINGS OF MEMBERS

- Section 1. **ORDER OF BUSINESS** . The order of business at a stated meeting of the corporation shall be as follows:
1. Call to order
  2. Reading of minutes of the previous meeting
  3. Correspondence and communications (Secretary)
  4. Report of the board of active officers (Football Commissioner, Cheerleading Commissioner)
  5. Report of standing committees (Concessions, Fund Raising, League Representative)
  6. Report of special committees
  7. Admission of new members
  8. Monthly report of the Treasurer
  9. Bills presented for payment and appropriate action.
  10. Unfinished business (old)
  11. New business
  12. Nominations for offices (November)
  13. Election of officers (December)
  14. Payment of membership dues (December, January)
  15. Adjournment
- Section 2. **CONDUCT OF MEETINGS** . All meetings shall be conducted in accordance with **ROBERTS RULES OF ORDER** except when specific rules contained in these By-Laws apply.
- Section 3. **PRESIDENT PRO TEM** . In the absence of both the President and the Vice-President at a regular or special meeting, a President Pro Tern shall be chosen by a majority of the members present, he/she shall assume the duties of the President for that meeting.
- Section 4. **VOTE TO ADOPT** . Unless a vote by ballot is in order as specified in these By-Laws, the consensus of the vote shall be taken by the ayes and nays or by the show of hands, whichever is sufficient to determine the consensus.
- Section 5. **ANNUAL MEETING** . The annual meeting of the membership shall be held on the 2nd Wednesday of December in each year. The meeting will commence promptly at 7:30 p.m. when the members shall elect the officers of the corporation and transact such other business as may properly be brought before the meeting.
- Section 6. **REGULAR MEETINGS** . Regular meetings of the members shall be held on the second Wednesday or each month without notice or al: such time and date as may be fixed by the membership without notice.
- Section 7. **SPECIAL MEETINGS** . Special meetings of the members may be requested at any time by the President or upon written request directed to the Secretary and signed by three (3) members of the Executive Committee or eight (8) voting members of the corporation. The Secretary shall fix the time of the meeting to be held not more than sixty (60) days after the receipt of the request and the secretary shall give written notice of the time and place of the meeting and specify the general nature of the business to be transacted at said meeting by depositing the notice in the mail at least five (5) days prior to the day named for the meeting.

Section 8. **QUORUM AT MEMBERSHIP MEETINGS** . The presence in person of eight (8) of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business. The members present at duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine. In the case of a meeting called for the election of officers, those who attend a second of such adjourned meeting, although less than a quorum as fixed in this section shall nevertheless constitute a quorum for the election of officers. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at least ten (10) days prior to the day named for the second adjourned meeting.

#### **ARTICLE IV - NOMINATION AND ELECTION OF OFFICERS**

##### Section 1. **NOMINATING COMMITTEE**

- a. At the November meeting of each year, the Presiding Officer shall appoint a Nomination Committee consisting of three (3) members who shall establish and propose a ticket of eligible members as nominees for the elective offices. Nominations may also be made from the floor at the annual organizational meeting.
- b. At the December meeting, the committee shall submit in writing, the proposed ticket of nominees. The Presiding Officer shall open nominations for office and the members present shall move and vote to accept or reject any or all nominees proposed on the ticket.

##### Section 2. **ELECTIONS**

- a. The election of officers shall be held at the annual meeting in December of each year at the time prescribed by the Order of Business (Art. III, Sec. 1). The vote shall be taken by ballot.
- b. The Presiding Officer shall appoint three (3) tellers to conduct the election, count the votes on the ballots, and announce the election results. The tellers shall be members who are not candidates for any office.
- c. Every member of the corporation shall be entitled to one (1) vote. Provided, however that to qualify for voting the member must have attended five (5) meetings of the membership in the prior twelve (12) month period. No member shall sell their vote for money or anything of value. Upon request of a member, the books of records of the membership shall be produced at any regular or special meeting of the membership. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to members entitled to vote may vote. The right of a member to vote, and his/her right, title and interest in or to the corporation or its property shall cease on expulsion from the corporation as provided herein or upon determination of his/her membership.

- d. The candidate receiving the highest number of votes for any office shall be declared elected to that office.
- e. When two (2) or more candidates receive an equal number of votes for the same office, another ballot containing only the tied candidates for that office shall be ordered and immediately taken.
- f. Any member, who is eligible to vote, and who is unable to be present at a meeting at a meeting of the company wherein an election of officers is conducted, shall be permitted to vote by absentee ballot provided such member submits his/her ballot to the Secretary before the election is conducted at that meeting.

Section 3. **CONFLICT OF OFFICE**

- a. No member shall simultaneously hold two (2) or more elective offices.
- b. Immediately upon the occurrence of a conflict of office at the December elections, the officer-elect in conflict shall state aloud which office he/she shall decline, and the Presiding Officer shall immediately re-open nominations for that office and hold elections.

Section 4. **VACANCY OF OFFICE** . Should a vacancy of office occur by resignation or otherwise, nominations shall be made and an election held at the first meeting after such vacancy occurs.

**ARTICLE V - TERM OF OFFICE**

Section 1. **ELECTION OF OFFICERS** . The members at their annual meeting shall elect for a one-year term the President, Vice President, Secretary, Treasurer and such other officers and/or assistant officers as the needs of the corporation may require.

**ARTICLE VI - DUTIES OF OFFICERS**

- Section 1. **PRESIDENT** . The President shall have the following duties and perform the following functions:
- a. Preside at all meetings of the members;
  - b. Appoint all committees and chairpersons;
  - c. Be an ex-officio member of all committees except the nominating committee;
  - d. Act as the general executive officer of the corporation and see that all orders and resolutions of the association are carried into effect, subject to the right of the executive committee to delegate any specific power;
  - e. Sign all checks, deeds, contracts, agreements, transfers and other instruments in writing which the executive committee may order to be executed, or which may be proper in conducting the business of the corporation; and generally perform such duties as are delegated and prescribed from time to time by the executive committee.
  - f. The President will not be permitted to hold a head coaching position while in office. He/she may however hold a position as an assistant coach.

Section 2. **VICE PRESIDENT** . The duties of the Vice President shall be:

- a. Assist the President in the exercise of his/he- duties and to perform such other duties as may be assigned or delegated to him/her from time to time by the President.
- b. Perform all functions and duties of the President if the President is absent or unable to act; and
- c. Generally perform such other duties as shall he delegated to him/her prescribed from time to time by the executive committee.

Section 3. **SECRETARY** . The Secretary shall perform the following duties and functions:

- a. Attended all meetings of the members and the executive committee and act as clerk thereof, recording all notes and the minutes of all corporate transactions in a book to be kept for that purpose and perform like duties for all committees of the board when required;
- b. See that all proper notice of all meetings is given;
- c. Keep in safe custody the corporate seal of the corporation and affix the same to all written instruments properly executed on behalf of the corporation; and
- d. Generally perform such other duties as are delegated and prescribed by the executive committee from time to time.

Section 4. **TREASURER** . The Treasurer shall perform the following duties and functions;

- a. See that all proper accounts and records or receipts and disbursements are kept and maintained;
- b. Supervise the funds of the corporation in the approved depositories and insure that the monies of the corporation are kept in a separate account and credit if the corporation;
- c. Disburse the funds of the corporation as ordered by executive committee, taking proper vouchers for such disbursements;
- d. Render to the president and the executive committee when required, an account of all transactions and reports as to the financial condition of the corporation;
- e. Oversee the filing of such returns, reports, forms and registration statements as may be required by federal, state and local taxing bodies, bureaus, departments, commissions and\ agencies;
- f. Perform such other duties as from time to time may be prescribed and delegated by the executive committee.

Section 5. **ANNUAL AUDIT** . At the end of the fiscal year the President shall appoint three (3) members of the corporation to audit the financial books and records of the corporation and to submit a written report of the corporationsqreceipts, expenditures, assets and liabilities for the previous fiscal year at the February meeting.

Section 6. **INABILITY TO ACT** . In the event of the absence or inability of the Treasurer, the President shall exercise his/her powers. In the event of the inability of any other officer to fulfill the duties of his/her office, the executive committee shall delegate said duties to such officers or other person or persons as it may select during the period of disability.

## **ARTICLE VII - EXECUTIVE COMMITTEE**

Section 1. **COMPOSITION** . The executive committee shall be composed of six (6) members of the corporation selected as follows:

- a. The President, Vice President, Secretary, and Treasurer who are elected by the membership;
- b. The Football Commissioner who is selected by the Football Commission;
- c. The Cheerleading Coordinator who is selected by the Cheerleading Commission

Section 2. **TERMS** . Executive committee directors shall be selected each year.

Section 3. **POWERS** . The executive committee shall be paramount and have complete charge, control, and management of the business, property, affairs, and funds of the corporation. The executive committee shall delegate the responsibility and means of achieving the program to the football commissioner and the Cheerleading Coordinator who shall manage the football/cheer leading program on a daily basis. In addition to the powers and authorities by these by-laws expressly conferred upon them, the executive committee may exercise all powers of the corporation and do all such lawful acts and things as are not by statute of the articles of the corporation or by these bylaws directed or required to be exercised or done by the directors.

Section 4. **QUORUM AND ACTION** . A majority of the executive committee shall constitute a quorum for the transaction of business, and if a quorum is present, all action, except as otherwise required by statute, the articles of the corporation, or these bylaws, shall be taken by a majority vote of those directors present.

Section 5. **COMPENSATION** . The directors of the executive committee shall not be entitled to compensation for serving in the capacity of the executive committee.

Section 6. **REMOVAL OF DIRECTORS**

- a. For absences - If a director is absent from three (3) consecutive or (50) percent of the executive committee meetings for a year without justifiable reason in the opinion of the executive committee, they may declare the office to be vacant.
- b. Other causes - The executive committee may declare vacant the office of a director if he/she is declared of unsound mind by an order of court, or is convicted of a felony, or if within sixty (60) days after notice of their selection, they do not accept such office either in writing or by attending a meeting of the executive committee and fulfill such other requirements of qualifications as the bylaws may specify, or for nonfeasance or malfeasance in office.

Section 7. **VACANCIES** . Vacancies on the executive committee, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining directors of the committee though less than a quorum, and each person so elected shall be and executive committee directors to serve the balance of the unexpired term.

Section 8. **ORGANIZATIONAL MEETING** . The annual organizational meeting of the executive committee shall be held annually immediately subsequent to the annual membership meeting.

Section 9. **REGULAR MEETINGS** . The regular meetings of the executive committee shall be held at such times and at such places as a majority of the, directors may from time to time resolve. No written notice need be given, but notice at least two days in advance of the meeting shall be given to each director the regular meetings of the executive committee shall be open to attendance by the general membership of the corporation. Participation of the general membership at the executive committee shall be on such basis, conditions and terms as set by the executive committee.

Section 10. **SPECIAL MEETINGS** . Special meetings of the executive committee may be called by the President or by three (3) directors of the executive committee upon four (4) hours advance notice to each director.

### **ARTICLE VIII - FOOTBALL COMMISSION**

Section 1. **APPOINTMENT** . The Football Commissioner shall be the chairman of the football commission who shall be selected for a one-year term by the football commission board at its organizational meeting.

Section 2. **FOOTBALL COMMISSION BOARD** . The remaining football commission board members shall consist of the two (2) coaches (Head Coach and one (1) Assistant Coach) from each sanctioned team who are selected as hereinafter provided, and the league representative (s).

Section .3. **POWERS AND DUTIES** . The football commission chairman shall have the following powers and duties:

- a: The chairman will have the overall authority and responsibility for daily management and control of the football program including, but not limited to the following:
  1. Establishing practice schedules.
  2. Approval for all practice, scrimmage and bowl games in coordination with the executive committee and football commission.
  3. Any recommended changes in the chairman's program must be resolved by the football commission.
  4. The chairman may request assistance in any area he chooses.
  5. The chairman will select an assistant chairman who must be approved by the football commission board, who in the absence of the chairman, will assume the duties and responsibilities of the chairman.
  6. The football commission will abide by all rules set forth by the league.

Section 4. **INFRACTIONS AND CONDUCT OF STAFF ON THE FIELD** . The football commission board will review the conduct of all staff and any appropriate action will be taken. Such action could include one-game suspensions to full year suspensions. Conduct such as physical abuse of the players, fighting or drinking while supervising the players would constitute immediate suspension. Full year suspensions would require executive committee approval the following year before reinstatement could occur.

Section 5. **INFRACTIONS AND CONDUCT OF PLAYERS** . Conduct such as fighting and/or abusive language will be brought before the football commission for a hearing. If inappropriate conduct continues, suspension of the player for a game and possibly for the year will be considered. Full year suspensions would require executive committee approval for the following year before reinstatement could occur.

### **ARTICLE IX CHEERLEADING COMMISSION**

Section 1. **APPOINTMENT** . The cheerleading coordinator shall be the chairperson of the cheerleading commission, who shall be selected for a one-year term by the cheerleading commission board at its organizational meeting.

Section 2. **CHEERLEADING COMMISSION BOARD** . The remaining directors of the cheerleading commission shall consist of the two (2) coaches (Head coach and one assistant coach) from each of the sanctioned teams who are selected as hereinafter provided:

Section 3. **POWERS AND DUTIES** . The cheerleading coordinator shall have the following powers and duties:

- a. The coordinator will have the overall authority and responsibility for daily management and control of the cheerleading program including, but not limited to the following:
  1. Establishing practice schedules.
  2. Approval for all contests and events.
  3. Any recommended changes in the coordinator's program must be resolved by the cheer-leading commission.
  4. The coordinator may request assistance in any areas he/she chooses.
  5. The coordinator will select an assistant coordinator who in the absence of the coordinator, will assume the duties and responsibilities of the coordinator.

### **ARTICLE X —COMMITTEES**

Section 1. **STANDING COMMITTEES** . The Standing Committees of this corporation shall be the Concessions Committee, Fund Raising Committee, and the League Representatives. The duties and functions of Standing Committees shall be determined from time to time at regular meetings of the corporation. The President shall appoint members to serve on Standing Committees at the January meeting of each year, and the appointees shall serve on the committees until the following January meeting.

Section 2. **SPECIAL COMMITTEES** . The President may establish and appoint members to serve on Special Committees to execute specific duties and functions. Appointees shall serve on Special Committees until discharged by the President.

- Section 3. **COMMITTEE REPORTS** . All committees shall present progress reports at every regular meeting of the corporation. At the January meeting of each year, each Standing Committee shall submit a written report summarizing its activities of the previous year. Any Special Committee shall submit a final report on writing prior to being discharged.
- Section 4. **COMMITTEE FUNDS** . Any committee requiring the expenditures of Corporation monies, Shall be allocated such monies by adoption of a motion to that effect. The motion to allocate shall specify the amount and purpose of the monies.
- Section 5. **DISCHARGE** . No committee shall be discharge until all debts contracted by the committee are paid, all assets are turned over to the corporation, and all its obligations are satisfied.
- Section 6. **COMMITTEE ACTION** . No action shall be taken by any committee without the approval of a majority of the committee members.

### **ARTICLE XI - POLICY OF CORPORATION MONIES**

- Section 1. **PAYMENT OF BILLS** . The Treasurer shall pay all bills of the corporation when the said bills are approved for payment at a regular or special meeting of the corporation. Bills will be paid by check and no check shall be legal tender without the signature of both the President and Treasurer.
- Section 2. **FISCAL YEAR** . The fiscal year of the corporation shall be from January 1st of a given year to December 31st of the same year. The financial books and records of the company shall be audited every fiscal year by a committee of members selected by the President in accordance with Article VI, Section 5.
- Section 3. **PURCHASES** . No item that exceeds the cost of one hundred (\$100.00) shall be purchased by the corporation, unless the purchase of the said item is proposed at a regular meeting of the corporation, and is approved by a majority of tin members present.
- Section 4. **EMERGENCY ACTION** . When immediate action is required for the purchase, repair or replacement of any corporation equipment or property, exceeding the cost of one hundred dollars (\$100.00), the President shall convene a special meeting and the members present shall determine the course of action.

### **ARTICLE MI - BOOKS. RECORDS & REPORTS**

- Section 1. **BOOKS AND RECORDS** . The corporation shall keep an original or duplicate record of the proceedings of the members and directors, the original or copy of its by-laws, including all amendments thereto date certified by the Secretary of the corporation, and an original or duplicate membership register, giving the names, addresses and details of the membership of each member. The corporation shall also keep appropriate, complete and accurate books and records of account. The records provided herein shall be kept either in the custody and control of the proper officer in charge of such record, to-wit, Secretary or Treasurer of the corporation, or at the register office of the corporation in Pennsylvania, or at the corporationsqprincipal place of business.

## **ARTICLE MI – MISCELLANEOUS**

### Section 1. **NOTICES**

- a. Manner of giving notice. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid to his/her address appearing on the books of the corporation, or in the case of directors to the address supplied by him/her to the corporation for the purpose of notice. If the notice is sent by mail or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States Mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute of these bylaws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjournment meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 3. **AMENDMENT TO THE BY-LAWS** . By-laws may be adopted, amended or replaced by the vote of the members. A majority of the vote; which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members for that purpose.

### Section 4. **ATTENDANCE AT MONTHLY MEETINGS**

- a. Head coach - It shall be mandatory for all head coaches to have attended at least 50% of all general meetings (6) during the previous year in order to be considered for a head coaching position. This requirement can be waived due to illness, working or school hours which conflict with scheduled meetings etc. If a member wants to be considered for a head coaching position, the meetings may be waived by 2/3 vote of the executive committee. All assistant coaches that are football commission board members are required to attend a minimum of 3 regular meetings per calendar year. Assistant coaches that are not board members, but planning on being a head coach the following year must attend six (6) general meetings per calendar year.
- b. Infractions of these by-laws could lead to suspension as set forth in the by-laws.
- c. Reports from individual committees shall be given by the committee chairperson at each regular monthly meeting.

Section 5. **APPROVAL OF COACHES** . The executive committee will have final approval of all coaching positions.