

# POINT PLEASANT YOUTH FOOTBALL & CHEER CORP

## CONSTITUTION & BY--LAWS

### ARTICLE 1:1.0 – NAME:

In accordance with a Certificate of Incorporation on file with the New Jersey Department of the Treasury, Division of Revenue and Enterprise Services, the name of this corporation shall be Point Pleasant Youth Football & Cheer Corp., herein after referred to as "PPYFC" or "This Corporation" or "The Corporation.

### ARTICLE 1:1.1 -- USE OF NAME:

No person or persons affiliated with PPYFC may issue any statement, written or verbal which might be interpreted to be an official statement, policy or position of The Corporation. Only the President, or President's designee, shall serve as the official spokesperson(s) for The Corporation.

No person or persons affiliated with PPYFC may use or indirectly imply the name of This Corporation for any other purpose except to specifically further the purposes and objectives of This Corporation.

### ARTICLE 1:2.0 -- PURPOSE:

PPYFC is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Federal Tax Code. Such purposes include but are not limited to:

- A) To secure and coordinate the establishment of a youth sports program in the Point Pleasant, NJ area.
- B) To organize, operate and coordinate programs that promote, encourage, foster and teach sports, including but not limited to football, cheerleading and other related program activities, and to promote scholastic excellence in concert with these programs.

### ARTICLE 1:2.1 -- RESTRICTIONS:

- A) PPYFC shall be non--sectional and shall be forbidden to make any political contributions.
- B) All of the assets, property and funds of The Corporation shall be used exclusively for its exempt purpose, including the payment of expenses thereto. No part of the net earnings of The Corporation shall inure to the benefit of its trustees, officers, directors, members or any private person, except that The Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in ARTICLE 1:2.0 as stated herein and entitled "PURPOSE".
- C) Notwithstanding any other provisions of these Constitution and By--Laws, The Corporation will not carry on any activities not permitted by 1) an organization exempt under Section 501(c)(3) on the Internal Revenue Code, or the corresponding provisions of any future Federal Tax Code, or 2) organizations, contributions to which are tax deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

### ARTICLE 1:3.0 -- GENERAL OBJECTIVES:

The general objectives of PPYFC shall be:

- A) To provide constructive and fair programs, to inspire its youthful participants regardless of race, color, creed, gender, national origin, or disability.

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B) To foster, encourage, and practice the ideals of good sportsmanship, scholastic achievement, and physical fitness.

### **ARTICLE 1:3.1 -- SPECIFIC OBJECTIVES:**

The specific objectives of PPYFC shall be:

- A) To provide an opportunity for all its participants to learn the basic fundamentals of the programs offered and to assure that all participants are afforded the opportunity to participate in a supervised, organized, and safety oriented environment.
- B) To maintain and keep the welfare of all participants free from any adult pressures or ambitions to "win at any cost" or personal "glory seeking".
- C) To endeavor to make all of its programs "FUN" for the participants, and to maintain rules and regulations that mandate each participant's participation regardless of their ability
- D) To offer scholastic programming, whereby each participant that shows scholastic excellence, shall be given proper recognition for their accomplishments.

### **ARTICLE 1:4.0 -- AFFILIATIONS AND CONNOTATIONS THEREOF:**

- A) PPYFC shall be an autonomous entity. Notwithstanding this status, The Corporation, in its efforts to fulfill its purpose and objectives under ARTICLES 1:2.0, 1:3.0 and 1:3.1 as stated herein and entitled "PURPOSE", "GENERAL OBJECTIVES" and "SPECIFIC OBJECTIVES", respectively, will seek to establish and maintain membership as a franchise under a national football and cheer organization. Such national organization shall be a holder of a group tax exemption under the Internal Revenue Code, and have a purpose and objectives that are aligned with that of The Corporation. Such national organization and its local affiliates shall be hereinafter referred to as HLA (Highest Local Authority).
- B) The Corporation shall be subject to the Constitution, By--Laws, Rules, Regulations, and Administrative Policies of the "HLA" (hereafter known as the Governing Regulations), to the extent that such Governing Regulations are prescribed and pertain to all franchises within the HLA. Further, The Corporation shall be governed by its franchise Agreement with the "HLA", and Title 15A of the New Jersey Statutes, et. Seq., where applicable.
- C) The Board of Officers and Directors (Executive Board) of The Corporation will, on an annual basis, on or before January 31, determine its intention to renew its franchise membership with the same national organization as the prior year or to seek membership with a different national organization, or other organization meeting the criteria set forth in ARTICLE1:4.0(A) above. The Corporation will memorialize its decision by executing a resolution.

### **ARTICLE 1:5.0 -- USE OF THE MASCULINE GENDER AND NUMBER:**

For the purpose of these by--laws, the masculine shall be deemed to include both the feminine and the neuter, and the singular shall be deemed to include the plural, and vice--versa, as the context may require.

### **ARTICLE 1:6.0 FISCAL YEAR:**

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The Fiscal Year of PPYFC, shall be January 1, to December 31, annually.

### ARTICLE 1:7.0 -- CORPORATE SEAL:

There shall be a corporate seal, which shall be a circular impression, having inscribed thereon, the name of The Corporation and the year of the incorporation. Said seal shall be used by the Secretary, to certify corporate resolutions and other actions taken by a vote of either the Board of Officers and Directors or the General Membership.

### ARTICLE 1:8.0 – BOARD OF TRUSTEES -- COMPOSITION:

- A) The Board of Trustees of PPYFC shall be made up of three (3) elected trustees, including one (1) Trustee Chairperson, and two (2) Trustees
- B) The initial Board of Trustees shall be those individuals listed in the Corporation's Certificate of Incorporation.
- C) The initial Board of Trustees may, by majority vote of, appoint individuals as Alternate Trustees, to assume the duties of the Board of Trustees. Such Alternate Trustees shall have all the rights and duties of the Board of Trustees as described in these Constitution and By--Laws. The term of such Alternate Trustee positions shall be effective for the fiscal years ending December 31, 2013 and December 31, 2014.
- D) The Board of Trustees for years beginning subsequent to December 31, 2014 shall be elected according to provisions set forth in these Constitution and By--laws.

### ARTICLE 1:8.1 – BOARD OF TRUSTEES – QUALIFICATIONS:

Any person that has served as part of the General Membership of The Corporation for a minimum of one (1) year, and has attended a minimum of 50% of the scheduled General Membership meetings for the past 12 months, shall be eligible to be elected as a Trustee. This provision shall not be applicable to the initial Board of Trustees, or Alternate Trustees, as set forth in ARTICLE 1:8.0(C) as stated herein and entitled "BOARD OF TRUSTEES -- COMPOSITION".

### ARTICLE 1:8.2 – BOARD OF TRUSTEES – TERMS OF OFFICE:

All trustees shall serve for a term for two (2) years, or until such time as their successors shall qualify and take office.

### ARTICLE 1:8.3 – BOARD OF TRUSTEES – AUTHORITY:

- A) The Board of Trustees shall provide guidance to the Corporation and the Board of Officers and Directors (Executive Board), to maintain the purpose and objectives of The Corporation, and uphold the Constitution and By--Laws.
- B) The Trustee Chairperson shall represent the Board of Trustees on the Executive Board during his term as Trustee Chairperson, subject to the provisions of ARTICLES 1:10.4, 1:10.5, 1:10.6, and 1:10.7as stated herein and entitled

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“EXECUTIVE BOARD – ATTENDANCE AT MEETINGS”, “EXECUTIVE BOARD – MEETINGS”, “EXECUTIVE BOARD – QUORUM”, and “EXECUTIVE BOARD – VOTING”, respectively.

- C) The Trustee Chairperson may appoint an Alternate Trustee to attend a General Membership meeting or a Board of Officers and Directors meeting (Executive Meeting), subject to the provisions of ARTICLES 1:10.4, 1:10.5, 1:10.6, and 1:10.7 as stated herein and entitled “EXECUTIVE BOARD – ATTENDANCE AT MEETINGS”, “EXECUTIVE BOARD – MEETINGS”, “EXECUTIVE BOARD – QUORUM”, and “EXECUTIVE BOARD – VOTING”, respectively.

### ARTICLE 1:9.0 – MEMBERSHIP – CLASSIFICATIONS AND REQUIREMENTS:

PPYFC shall have three (3) classifications of membership, which shall be Executive, Constitutional, and Associate. All particulars with regard to membership are as follows:

- A) EXECUTIVE MEMBERSHIPS – Shall be conferred upon the Trustees and the Board of Officers and Directors (Executive Board).
- B) CONSTITUTIONAL MEMBERSHIPS -- Shall be conferred upon parents or legal guardians of all children that are enrolled as participants in any programs offered by this corporation, and who have paid the annual participant registration fees. Parents or legal guardians of participants who have been granted financial relief by the corporation to participate, shall also considered Constitutional Members.
- C) REMOVED VIA EXECUTIVE BOARD VOTE -- Shall be conferred upon persons that are involved in programs offered by This Corporation, who upon meeting the criteria set forth to serve as a coach, or in another voluntary capacity, demonstrate their loyalties to the purposes and objectives of PPYFC. Any person who wishes to be designated as an Associate Member should submit their request in writing to the Board for review and Approval in order to exercise the rights as an Associate Member.

### ARTICLE: 1:9.1 -- GENERAL MEMBERSHIP AND VOTING AT MEETINGS:

The General Membership of PPYFC shall be comprised of all Executive, Constitutional and Associate members. Voting at General Membership meetings may be conducted on the following issues:

- A) Election of Board of Officer and Directors (Executive Board):  
Voting for the elected Trustees and Executive Board shall take place at the December General Membership Meeting. Voting for Trustees and Executive Board positions by Constitutional Members requires 50% attendance of said Members at General Membership Meetings for the past 12 months. Voting for Executive Board positions by Associate Members requires meeting the criteria set forth in ARTICLE 1:9.0 (C) as stated herein and entitled “MEMBERSHIP – CLASSIFICATION AND REQUIREMENTS”.
- B) Amendments to Constitution & By--laws:  
Voting on amendments to the Constitution and By--Laws shall be done in accordance with ARTICLE 1:17.0 as stated herein and entitled “AMENDMENTS”.

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### ARTICLE 1:9.2 -- TERM OF MEMBERSHIP:

The term of Membership shall be as follows:

- A) Executive Members – The term of membership of executive members shall begin on January 1, or upon their election, should said election take place after January 1, and shall end at the conclusion of his/her elected term.
- B) Constitutional Members – The term of constitutional members shall begin upon meeting the criteria of ARTICLE 1:9.0 (B) as stated herein and entitled “MEMBERSHIP – CLASSIFICATION AND REQUIREMENTS”, and shall end on December 31 of the same year.
- C) Associate Members – The term of associate members shall begin upon his/her appointment, and end on December 31 of the same year.

### ARTICLE 1:9.3 -- GENERAL MEMBERSHIP MEETINGS:

The General Membership of The Corporation shall meet twice a year (in Spring and Fall). Meeting, times, dates, and locations shall be published in the corporate newsletter and/or website.

### ARTICLE 1:9.4 -- GENERAL MEMBERSHIP MEETING AGENDA:

- A) The General Membership Meeting Agenda shall be drawn and presented for approval at the beginning of each meeting, by the President or the President’s designee.
- B) Matters voted upon by the General Membership shall require a Quorum be established at such meeting.
- C) A Quorum for a General Membership Meeting shall be a minimum of seven (7) Executive Members.
- D) In meetings involving Constitution & By--Law revisions, overturning a constitutionally enacted Executive Board decision, or impeachment hearing, a minimum of ten (10%) percent of the General Membership must be present to qualify as a quorum.

### ARTICLE 1:10.0 – BOARD OF OFFICERS AND DIRECTORS (EXECUTIVE BOARD) -- BOARD COMPOSITION:

- A) The Board of Officers Directors (Executive Board) of PPYFC shall be made up of eighteen (18) elected officers and directors as follows:
  - 1) President
  - 2) Vice President
  - 3) Treasurer
  - 4) Secretary
  - 5) Director of Cheer
  - 6) Cheer Coordinator
  - 7) Cheer Advisor

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- 8) Director of Football
- 9) Football Coordinator
- 10) Football Advisor
- 11) League Representative
- 12) Director of Fundraising
- 13) Fundraising Coordinator
- 14) Director of Registration and Membership
- 15) Scholarship Coordinator
- 16) Director of Field Operations
- 17) Field Operations Coordinator
- 18) Trustee Chairperson

B) The President may, from time to time, appoint certain individuals to perform certain functions within the corporation that are deemed necessary. Such positions may include, but are not limited to:

- 1) Spirit Wear Coordinator
- 2) Team Parent Coordinator
- 3) Concession Stand Manager
- 4) Flag Football Coordinator

The duties of any appointed positions shall be determined by the President. Individuals holding appointed positions shall have no vote on matters of the Executive Board. Terms of appointed positions are at the will of the President, and for only as long as they remain in that capacity.

### **ARTICLE 1:10.1 – EXECUTIVE BOARD – QUALIFICATIONS:**

- A) Any person that serves as part of the General Membership of this corporation, that has been part of the General Membership for minimum of one year, and has attended a minimum of 50% of the scheduled general Membership meetings for the past 12 months, shall be eligible to be elected or appointed to the Executive Board of The Corporation. The initial Executive Board, as elected by the initial Board of Trustees shall not be subject to this provision.
- B) Records on file with the Secretary of The Corporation shall be utilized as the authority by which the corporation shall determine eligibility of any persons nominated to serve on the Executive Board.

### **ARTICLE 1:10.2 – EXECUTIVE BOARD – TERMS OF OFFICE:**

- A) All Executive Board members shall serve for a term of two (2) years or shall serve until such time as their successors shall qualify and take office.
- B) Elections for President, Secretary, Director of Football, Director of Cheer, Trustee Chairperson, and Football Advisor shall take place in even numbered years. Elections for Vice President, Treasurer, Corresponding Secretary, League Representative, Director of Fundraising, Football Coordinator and Cheer Coordinator shall take place in odd numbered years.
- C) Unless otherwise provided for herein, Executive Board members shall serve commencing from the adjournment of the meeting at which they were elected and shall serve until immediately following adjournment of the election meeting two years later or until their successors shall have qualified and take office.

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### ARTICLE 1:10.3 – EXECUTIVE BOARD – AUTHORITY:

- A) The Executive Board shall uphold and enforce the Constitution & By--Laws, Administrative Policies, Resolutions, and Rules and Regulations of The Corporation and its affiliates (if any). They may set Administrative Policies and pass Resolutions, Rules and Regulations that are necessary to guide and manage the business and affairs and to control the assets, property, programs, projects, and activities of The Corporation. They may appoint and convene committees as required to carry out the provisions of these Constitution and By--Laws. They shall operate, manage, and maintain themselves in such a manner as to provide for the purposes and objectives of The Corporation as stated in this Constitution and By--Laws. Further, they shall have absolute authority to solicit contributions and raise revenues necessary to carry out the purposes and objectives of The Corporation.
- B) A three fourth's (3/4's) majority vote of the General Membership present at a General Membership Meeting, as set forth in ARTICLE 1:9.4(C) as stated herein and entitled "GENERAL MEMBERSHIP MEETING AND AGENDA" shall be required to overturn any action taken in the proper exercise of the authority charged to the Executive Board.

### ARTICLE 1:10.4 – EXECUTIVE BOARD – ATTENDANCE AT MEETINGS:

- A) Any Executive Board member who is not in attendance collectively, at three (3) Executive Meetings or General Membership Meetings during his term, without prior notification to the Secretary;; shall be considered to have voluntarily vacated his office. In which case, the Secretary shall send a letter via "Certified Mail" to that Executive Board member, appropriately notifying him that the Executive Board has instructed the President to proceed under the provisions of ARTICLE 1:13.0 as stated herein and entitled "IMPEACHMENT – REMOVAL FROM OFFICE".
- B) For the purpose of enforcement, any Executive Board member who shall be more than 45 minutes late for any Executive Meeting or General Membership Meeting without notifying the Secretary or an attending Executive Board Member, beforehand, shall be considered to have not been in attendance. If proper notification is given as stipulated herein, said Executive Board member shall be excused and the provisions of this section shall not be applicable.

**ARTICLE 1:10.5 – EXECUTIVE BOARD -- MEETINGS:** The Executive Board shall meet regularly every month (Executive Meetings), to conduct the business and affairs of The Corporation. Special Executive Meetings may be called by the President or by Petition of three (3) Executive Board members delivered to the Secretary.

### ARTICLE 1:10.6 – EXECUTIVE BOARD -- QUORUM:

An Executive Meeting shall be determined to have a quorum present if seven (7) of the thirteen (15) Executive Board members are present at said Meeting. No business may be conducted without a quorum.

### ARTICLE 1:10.7 – EXECUTIVE BOARD -- VOTING:

- A) On all matters calling for a vote by the Executive Board, each vote shall be by roll call and the Secretary shall record each vote into the official minutes.
- B) The votes of Executive Board members (with the exception of the President) shall serve to decide all matters brought to a vote. In the event of a tie vote on any matter, the President's vote shall serve as the tie breaker.

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C) In "time critical" situations, when certain business cannot wait until the monthly meeting, the President may call for a vote on a particular matter over the telephone. In order to conduct corporate business in this matter, a conference call MUST be set up through the Telephone Company. ALL MEMBERS of the Executive Board MUST be called, and a quorum shall be needed to take a vote over the telephone. Further, minutes of the "conference call voting" MUST be recorded by the Secretary or in the absence of the Secretary;; the President shall appoint another officer to record the minutes of this meeting.

### **ARTICLE 1:11.0 – EXECUTIVE BOARD -- DUTIES:**

The Executive Board of The Corporation shall perform the duties that correspond with their respective office, as well as those reasonable duties, which from time to time may be assigned by the President.

### **ARTICLE 1:11.1 -- PRESIDENT:**

The President shall serve as the Chief Executive Officer of This Corporation. He shall attend to the day--to--day affairs of The Corporation and shall preside over all Meetings of the Executive Board and General Membership. He shall serve as an ex--officio member of all committees, and shall have powers to appoint committee chairpersons, and other appointed positions described herein. The President shall be one of four (4) Executive Board members authorized as a signer on all bank accounts of The Corporation. He shall decide on all questions of order, prepare and announce the agenda for each Meeting and shall receive and bring to vote all motions properly moved and seconded and shall announce the result of all voting, but will only vote to break a tie. He shall have authority to issue executive directives and make other decisions as long they are not inconsistent with the Constitution & By--Laws and any Administrative Policies, Resolutions, and Rules and Regulations of either The Corporation or any of its affiliates.

### **ARTICLE 1:11.2 -- VICE PRESIDENT:**

The Vice President shall preside at any Meeting where the President is not in attendance. He shall be responsible for oversight of administrative duties and functions for the football and cheer programs including but not limited to registration of participants. He shall serve as the insurance coordinator for the football and cheer programs. He shall oversee and assist the Director of Fundraising on fund raising efforts.

### **ARTICLE 1:11.3 -- SECRETARY:**

The Board Secretary shall keep an accurate record of all Meetings, hearings, proceedings, correspondence and official documents of the corporation. He shall keep accurate records of Meeting attendance and any roll call votes or secret ballot votes cast by the General Membership and/or the Executive Board. He shall be charged with generating and mailing all meeting notices, minutes, newsletters and official correspondence.

**ARTICLE 1:11.4 –TREASURER:** The Treasurer shall have the primary care and custody of all moneys and securities of PPYFC. He shall be charged with collections of any moneys due The Corporation;; inclusive of but not limited to fundraising proceeds and corporate pledges, etc. He shall cause any excess funds to be deposited into appropriate league accounts with institutions approved by resolution annually, by the Executive Board. He will create a checking account wherein. He shall be the main signature on all accounts but for any check written there must be an addition signature. The members eligible include the President, Vice President and Secretary Director of Football. The Treasurer shall be the principle officer charged with the establishment of the annual budget and shall oversee strict adherence to the same. The Treasurer shall prepare, distribute and deliver written reports monthly as well make a true copy of the bank statements will be made available at monthly meetings, to the General Membership and shall be charged with filing all legal statements and forms as may be required by the Internal Revenue Service, the State of New Jersey Division of Taxation, and the State of New Jersey Division of Consumer Affairs. He shall make all books and accounts available for inspection upon demand by the Executive Board or the

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General Membership. He shall be an ex--officio member of any fundraising effort or committee of The Corporation.

### **ARTICLE 1:11.5 – CORRESPONDING SECRETARY:**

The Corresponding Secretary shall perform the duties of the Secretary at any Meeting where the Secretary is not in attendance. He shall assist the Secretary with generating and mailing all meeting notices, minutes, newsletters and official correspondence. He shall assist the Director of Fundraising with correspondence related to fundraising activities. He shall receive all bills, mail and correspondence on behalf of The Corporation.

### **ARTICLE 1:11.6 – DIRECTOR OF FOOTBALL:**

The Director of Football shall:

- A) Be responsible for the operation of the Football Program.
- B) Be responsible for the overall supervision of the football Head Coaches, the Assistant Coaches, and their teams, including, but not limited to practice procedures, training methods, and game day operations.
- C) Direct and ensure compliance with all rules and regulations of PPYFC, and the HLA.
- D) Collect and maintain all necessary documentation to complete book certification as well as input of all information into the required roster program.
- E) Be the spokesperson for the Football portion of the PPYFC Program and submit a report on Football activities at each General Meeting.
- F) Represent PPYFC at all disciplinary or other hearings conducted by the HLA involving Football related matters.
- G) Have the primary responsibility for Head Coach selection procedures, as set forth in The Corporation's Administrative Policies and Rules and Regulations.
- H) Be responsible for the purchase and maintenance of PPYFC equipment relating to the Football Program. Such equipment shall include, but not be limited to, game and practice uniforms, helmets, shoulder pads and other safety equipment and pads, practice equipment and pads.
- I) Coordinate with the Director of Fundraising on special fundraising activities of the football program in connection with bowl games, tournaments and playoffs.

### **ARTICLE 1:11.7 – DIRECTOR OF CHEER:**

The Director of Cheer shall:

- A) Be responsible for the operation of the Cheer Program.
- B) Be responsible for the overall supervision of the Cheer Head Coaches, the Assistant Coaches, and their teams, including, but not limited to practice procedures, training methods, and game day operations.

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- C) Direct and ensure compliance with all rules and regulations of PPYFC, and the HLA.
- D) Collect and maintain all necessary documentation to complete book certification as well as input of all information into the required roster program.
- E) Be the spokesperson for the Cheer portion of the PPYFC Program and submit a report on Cheer activities at each General Meeting.
- F) Represent PPYFC at all disciplinary or other hearings conducted by the HLA involving Football related matters.
- G) Have the primary responsibility for Head Coach selection procedures, as set forth in The Corporation's Administrative Policies and Rules and Regulations.
- H) Be responsible for the purchase and maintenance of PPYFC equipment relating to the Cheer Program. Such equipment shall include, but not be limited to, game and practice uniforms and clothing, accessories, and practice and safety equipment.
- I) Coordinate with the Director of Fundraising on special fundraising activities of the cheer program in connection with bowl games, tournaments and playoffs.

### **ARTICLE 1:11.8 – LEAGUE REPRESENTATIVE:**

The League representative shall represent PPYFC at all required meetings of the HLA. He shall vote the will of the Board of Officers and Directors at those meetings. He is responsible for advising PPYFC of any new rules, deadlines, and required fees that his franchise may, as a matter of course be required to pay. He shall make a report at all Executive Meetings as to the proceedings of any HLA membership meetings. He will assist the Director of Football in setting up scrimmages and bowl games. He will advise the Director of Cheer of any special meetings.

### **ARTICLE 1:11.9 – DIRECTOR OF FUNDRAISING:**

The Director of Fundraising shall be in charge of coordinating organizational wide fundraising activities and be responsible for fundraising initiatives, including but not limited to spirit sales, gate, 50/50's, registration fundraisers, and other fundraising events. He shall be responsible for soliciting donations for the corporation. He shall be responsible for organizing Travel Fundraising with the assistance of the Director of Football and Director of Cheer. He shall oversee the operation of the concession stand. When possible the Executive Board will appoint a Concession Stand Manager to assist the Director of Fundraising in Concession Stand Operations.

### **ARTICLE 1:11.10 – TRUSTEE CHAIRPERSON:**

The Trustee Chairperson shall represent the Board of Trustees in accordance with ARTICLE 1:8.3 as stated herein and entitled "BOARD OF TRUSTEES – AUTHORITY".

### **ARTICLE 1:11.11 – FOOTBALL COORDINATOR:**

The Football Coordinator shall:

- A) Assist the Director of Football with the operations of the Tackle Football Program.

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- B) Assist the Director of Football with administering the Head Coach selection procedures.
- C) Assist the Director of Football with the placement of program participants within established guidelines.
- D) Submit to the Secretary the official rosters for all tackle teams within the time deadlines established by PPYFC and HLA, and will maintain the rosters and submit any roster changes to the Secretary in a timely manner.
- E) Coordinate with head coaches the practice and scrimmage schedules for all tackle teams.
- F) Maintain an inventory of PPYFC football equipment, provide an annual inventory report to the Executive Board, and make recommendations for equipment additions and replacement.
- G) Be responsible for submitting preliminary bowl game recommendations.

### **ARTICLE 1:11.12 – FOOTBALL ADVISOR:**

The Football Advisor shall:

- A) Assist the Football Director and Football Coordinator with the Tackle Football Program.
- B) Assist with Head Coach selection procedures.
- C) Advise the Director of Football, Football Coordinator and Head Coaches with the development of the Tackle Football Program.

### **ARTICLE 1:11.13 – CHEER COORDINATOR:**

The Cheer Coordinator shall:

- A) Assist the Director of Cheer with the operations of the Cheer Program.
- B) Assist the Director of Cheer with administering the Head Coach selection procedures.
- C) Assist the Director of Cheer with the placement of program participants within established guidelines.
- D) Submit to the Secretary the official rosters for all cheer teams within the time deadlines established by PPYFC and HLA, maintain the rosters and submit any roster changes to the Secretary in a timely manner.
- E) Coordinate with head coaches the practice and game schedules for all cheer teams.
- F) Assist the Director of Cheer in arranging camps, clinics, choreography and music selection.

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- G) Maintain an inventory of PPYFC cheer equipment, provide an annual inventory report to the Executive Board, and make recommendations for equipment additions and replacement.

### **ARTICLE 1:11.14 – FUNDRAISING COORDINATOR:**

The Fundraising Coordinator shall:

- A) Assist the Director of Fundraising on all fundraising activities as needed.
- B) Oversee all aspects of the tagging activities.
- C) Report on tagging activity to the Board.

### **ARTICLE 1:11.15 – REGISTRATION/EVENT COORDINATOR:**

The Registration/Event Coordinator shall:

- A) Assist the President, Vice President and/or Director of Fundraising on all event activities as needed.
- B) Oversee all aspects of registration relating to documentation and tracking of participants in accordance with the League and The Corporation's requirements for participation.
- C) Coordinate any reimbursement activity and documentation for registrants with the Treasurer. D) Report on registration and event activity to the Board.

### **ARTICLE 1:11.16 –CHEER ADVISOR:**

The Cheer Advisor shall:

- A) Assist the Director of Cheer and Cheer Coordinator with the Cheer program.
- B) Assist with the Cheer coach selection process.
- C) Advise the Director of Cheer, Cheer Coordinator and Coaches on the development of the Cheer program.
- D) Assist with coordination of fundraising activities, including correspondence, for both Cheer and Football as needed and directed by the Director of Fundraising and/or the Fundraising Coordinator.
- E) Attend league Cheer meetings on behalf of the Director of Cheer and/or Cheer Coordinator as needed including voting on matters pertaining to the Cheer program if the Director of Cheer and/or the Cheer Coordinator are not present.
- F) Be responsible for correspondence relating to the Cheer program such as practice and game schedules.

### **ARTICLE 1:12.0 -- ELECTIONS – NOMINATING COMMITTEE AND NOMINATIONS:**

- A) In connection with the election of Trustees and the Executive Board, The President shall appoint a Nominating Committee not later than sixty (60) days prior to the December General Membership/Election Meeting. The Committee shall consist of not less than three (3) nor more than five (5) persons, chosen directly from those eligible to vote at the meeting of the General Membership as provided herein.
- B) Those persons seeking a position on the Board of Trustees or Executive Board, meeting the qualifications as set forth in ARTICLE 1:8.1 as stated herein and entitled "Board of Trustees – Qualifications" and ARTICLE 1:10.1, as stated herein and entitled "Executive Board -- Qualifications", shall submit their names to the Nominating Committee for Nomination. It shall be the responsibility of the Nominating Committee to hold a "Candidates Screening Meeting" on or before the annual December election meeting;; all persons seeking the endorsement of the Nominating Committee for a specific office shall be given the opportunity to be interviewed by the committee. After all the interviews have been completed, the Committee shall make a determination as to whether or not said candidates meet the qualifications to be elected and then shall consider their recommendation for nomination of those candidates that were interviewed and that qualify, in accordance with these by--laws.

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- C) The Nominating Committee may, at their discretion, choose to recommend to the General Membership a full slate of Nominees (one candidate for each office);; or should it be determined that more than one candidate is worthy, the Committee may recommend more than one candidate for one or more offices, or choose not to make a recommendation at all for one or more offices.
- D) Once the Nominating Committee has given its report, the President shall then discharge them from their duties. At this time, the President shall open the meeting to nominations from the floor. Nominations shall be taken for each office separately and the President shall entertain a motion to close nominations for each office in kind. Nominations shall be taken in the exact order of which these offices are listed and appear first in ARTICLE 1:8.0(A) as stated herein and entitled "Board of Trustees – Composition" and second in ARTICLE 1:10.0(A) as stated herein and entitled "Executive Board – Board Composition".
- E) Nominations from the floor must be seconded and all persons nominated must either be in attendance or a notification of intent to run and/or availability to serve must be received by the Board Secretary, in writing, prior to the commencement of balloting for that office. Nothing herein shall be construed as to preclude anyone from seeking or being nominated for more than one (1) office;; however, no one may be elected to more than one (1) office on Board of Trustees and/or the Executive Board,

### **ARTICLE 1:12.1 – ELECTIONS – BALLOTING:**

- A) Balloting for the election of the Board of Trustees and Executive Board shall take place at the December General Membership/Election Meeting annually. Balloting for each open office shall be done separately and immediately following the closing of nominations for that office. Balloting shall commence in the exact order in which these offices are listed and appear in first in ARTICLE 1:8.0(A) as stated herein and entitled "Board of Trustees – Composition" and second in ARTICLE 1:10.0(A) as stated herein and entitled "Executive Board – Board Composition".
- B) If there are no contested offices for election, a motion may be made of the Board Secretary to cast a "unanimous ballot" for each uncontested office. This motion must be seconded and if there are no objections, the motion is carried.
- C) In the event of a contested election for any office, balloting shall be by secret ballot. The President shall appoint a committee to circulate, collect and tally all ballots cast. Once ballots have been tallied and a winner evident, the committee shall deliver said ballot to the Board Secretary who shall then announce the results of the balloting.
- D) Under no circumstances shall Proxy balloting be allowed.
- E) A nominee must receive fifty percent (50%), plus one vote majority of the total eligible votes cast in order to be elected to office. In contested elections, should no one candidate receive the majority of eligible votes to be elected the nominee with the fewest eligible votes will be eliminated and a second or subsequent ballot taken until one nominee receives the majority needed to be elected.
- F) Challenges to the election results must be registered and must be resolved prior to the adjournment of the Election Meeting or the elections will stand. Any such challenges shall be heard by any such Executive Board members not up for election or reelection. The only acceptable challenges shall be to perform a recount of the ballots, qualifications of nominees and certifications for members allowed to vote. No other challenges shall be allowed.

### **ARTICLE 1:13.0 – IMPEACHMENT – REMOVAL FROM OFFICE:**

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- A) A Trustee or Executive Board member of This Corporation may be removed from office "for just cause" by a three--fourths majority vote of the General Membership present, as set forth in ARTICLE 1:9.4(C) as stated herein and entitled "GENERAL MEMBERSHIP MEETING AGENDA", and provided that specific charges have been presented in writing. Said charges must be presented to the Board Secretary.
- B) Written notice must be given to the Trustee or Executive Board member to be removed from office with twenty (20) business days in which to respond and answer all charges. Notices of Impeachment shall state the charges along with the date, time and location of the Impeachment Hearing. All parties shall have the right to be represented by an attorney and the Executive Board shall set the rules of propriety for the hearing.
- C) For the purpose of clarification, the words "for just cause" are used herein, shall mean, "for failure to perform the duties of their respective office", or for actions that in the opinion of those bringing the charges, would deem that party "unworthy of continuing to serve in the capacity of an Officer or Director of This Corporation."
- D) An appointed official as defined in ARTICLE1:10.0 (B) as stated herein and entitled "EXECUTIVE BOARD - COMPOSITION" may also be removed by the President without "Due Process" as described in ARTICLE1:13.0(A)(B) as stated herein. **ARTICLE 1:14.0 – PARLIAMENTARY AUTHORITY AND CONDUCT OF MEETINGS:**
- A) All meetings of The Corporation shall be governed by these Constitution and By--Laws, and to a lesser extent, at the determination of the Executive Board, Robert's Rules of Order, in its most current edition, may be consulted and if so determined, may also be used as a guide.
- B) The conduct of each meeting shall be at the discretion of the President. He shall rule on all questions of order and shall be charged with conducting each meeting according to the laws of democracy, under which laws, every person who wishes to speak, shall be heard and that in every matter considered, the best opinion shall prevail, through the expressed will of the majority, and the best course of action taken.
- C) A majority vote of the General Membership present shall be needed to overrule the President with regard to any decision made by him on questions of order or conduct of the meeting. Motions to overrule must be properly moved and seconded.
- D) A motion to reconsider or the reconsideration of any motion or business that was previously considered and disposed of before the General Membership, at any time during the Fiscal Year, shall require a three fourth's (3/4's) majority vote of the General Membership present to be reconsidered and shall require an additional three fourth's (3/4's) majority vote for passage of that motion or business.

### **ARTICLE 1:15.0 – PROPERTY:**

The following items, digital or otherwise, are hereby deemed property of PPYFC, (The Corporation):

- A) Domain name: [www.pointpleasantyfc.com](http://www.pointpleasantyfc.com)
- B) Email address [ptpleasantyfc@gmail.com](mailto:ptpleasantyfc@gmail.com), and all accounts linked, not limited to telephone numbers, email and blogs.

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- C) Any and all passwords to listed accounts. These are to be kept by the Secretary and must be surrendered to the incoming Secretary.
- D) All financial accounts held by any institution that contain funds deposited for use by The Corporation.
- E) Any equipment purchased for the purpose of running the day to day operations, as well as the concession stand.
- F) Any and all football and cheer equipment used by the participants including, but not limited to, uniforms, protective pads, helmets, field and/or gym equipment.
- G) All trophies and awards won by any team or teams under the PPYFC name.
- H) Any and all property of this franchise's predecessor corporations described above.

### **ARTICLE 1:16.0 – DISPOSITION OF FUNDS AND PROPERTY:**

- A) Upon the termination, dissolution or final liquidation of The Corporation in any manner and for any reason, The Executive Board shall, after paying or making provisions for payment of all liabilities of The Corporation, including the costs and expenses of such dissolution, distribute of all the remaining assets of The Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal revenue Code, or the corresponding section of any future Federal Tax Code. Any such assets not so distributed shall be distributed by, and in the manner designated by, the State Court having jurisdiction over the matter.
- B) None of the funds, assets or property of The Corporation shall be distributed or divided among its officers, trustees, directors or members

### **ARTICLE 1:17.0 – AMENDMENTS:**

- A) These "CONSTITUTION AND BY--LAWS" may be amended, revised or changed by a two--thirds (2/3) majority vote of the General Membership present at such voting meeting, as set forth in ARTICLE 1:9.4(C) as stated herein and entitled "GENERAL MEMBERSHIP MEETING AGENDA, provided that such proposed amendments, revisions or changes be delivered in writing to the By--Laws/Rules Committee for their consideration and disposition via the Board Secretary.
- B) The Board Secretary shall forward all proposed amendments, etc., to the By--Law/Rules Committee. Upon receipt, the committee shall review said amendment proposals and make a report to the General Membership, as to their findings and recommendations in the matter being considered.
- C) The committee may recommend the passage of the amendments, etc., revisions or changes as received;; or they may recommend further changes, an alternate proposal, or at their discretion, they may opt to take no action at all. In any case, no amendment, revision or change shall be presented to the General Membership for consideration, that hasn't received prior approval from the By--Laws/Rules Committee.
- D) Those amendments which are approved by the By--Law Committee shall be read to the General Membership at the next scheduled meeting. At the subsequent meeting the President shall allow a brief hearing or discussion with the General Membership, with a fixed time limitation on same. When that fixed time limitation has elapsed, the matter shall be called and a vote taken. If in the event that there is no

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quorum present, said matters may be held over for a subsequent meeting until such time that there is a quorum present.

- E) No provision or section of these Constitution and By--Laws may be waived, revised, changed or amended except as provided for in this section. Further, any motions to suspend any of these Constitution and By--Laws of PPYFC may be ruled frivolous and out of order by the President with Executive Board consent.
- F) Any amendment, revision or change to these Constitution and By--Laws, approved by the General Membership, as set forth in ARTICLE 1:9.4(C) as stated herein and entitled "GENERAL MEMBERSHIP MEETING AGENDA" shall be done pending final approval of the HLA. After consideration by the membership, the Board Secretary shall forward same to the HLA for their consideration and approval. Only those portions of these By--Laws which are not approved by the HLA shall be void pending reconsideration by the membership. All other unaffected portions shall remain in full force and effect.

ATTEST:

Notice is hereby given that the provisions of this "CONSTITUTION AND BY--LAWS" were approved by the Board at its meeting on this 26 day of June, 2017.

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