

BYLAWS

OF

WESTWOOD YOUTH FOOTBALL, INC.

Last Amended 3/10/16

ARTICLE I

NAME

1.01 Name

The name of this Corporation shall be Westwood Youth Football, Inc. The business of the corporation may be conducted as Westwood Wolverines, and is sometimes hereinafter referred to in these Bylaws as the "Association."

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Westwood Youth Football, Inc., is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The Association's purpose shall be to teach the children of the community the ideals of good sportsmanship, teamwork, courage and discipline, and to teach the sport of tackle football in a safe and wholesome environment.

The purpose shall be achieved, in part, by providing supervised competitive practices and football games. The recreation team managers, coaches and all those connected with the Association shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary; but the molding of future adults is of prime importance. All personnel involved in the program, especially recreation team managers and coaches, will maintain their personal conduct at its highest level as role models for the players.

To maximize our efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to further the purpose of the Association.

2.02 Powers

The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any lawful acts which may be necessary or convenient to affect the charitable purpose for which the Association is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Association may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Non-profit Status and Exempt Activities Limitation

- (a) **Non-profit Legal Status** The Association is a New Jersey non-profit corporation, recognized as tax exempt under section 501(c)(3) of the United States Internal Revenue Code.
- (b) **Exempt Activities Limitation** Notwithstanding any other provision of these Bylaws, no other director, officer, employee, member, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it exists now or may be amended. No part of the net earnings of the Association shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- (c) **Distribution Upon Dissolution** Upon termination or dissolution of the Association, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Association. The organization to receive the assets of the Association shall be selected in the discretion of a majority of the board of directors.

ARTICLE III

MEMBERSHIP

3.01 Classes of Membership

- (a) **Regular Membership** Regular membership in the Association shall be open to any parent or guardian of a child residing in the Borough of Westwood, County of Bergen and State of New Jersey. Regular members are encouraged to attend and participate in the public portion of Association's Board Meetings, but shall only be qualified to vote in the election of Directors at the Annual Meeting. Each regular member shall be entitled at all times to one vote. (i.e. Two parents of any child shall have one vote each).
- (b) **Association Membership** Association Membership shall be open to any person interested in furthering the purpose of the Association. An Association member may attend and participate in the public portion of the Association's Board Meetings, but shall not be qualified to vote.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

The Association shall have a board of directors consisting of at least four (4) and no more than nine (9) directors.

4.02 Powers

All powers shall be exercised by or under the authority of the board and the affairs of the Association shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Qualifications and Election of Directors

- (a) Elected directors shall be Regular Members of the Association in good standing and are elected from a slate presented by the nominating committee or from nominations made from the floor at the Annual Meeting.
- (b) The election of the Board of Directors shall be made by ballot at the Annual Meeting. The person receiving the highest amount of votes shall be elected.

4.04 Unexpected Vacancies

Vacancies occurring through death, resignation or otherwise in the Board of Directors shall be filled by the President and ratified by the remaining Board of Directors. The person so appointed shall hold office for the unexpired term.

4.05 Term of Office

- (a) The term of office for an elected Director shall be two (2) years.
- (b) The terms of the Directors shall be staggered, as nearly as possible, so that not more than one-half shall expire in any given year.
- (c) Directors may serve terms in succession.

4.06 Board of Directors Meetings

- (a) **Regular Meetings** Regular meetings of the Board of Directors shall be held monthly on the first Thursday of every month at a specified time to be determined by the Board of Trustees. All members of association are encouraged to attend and participate in the public portion of the regular meetings.
- (b) **Special Meetings** Special meetings of the Board of Directors and the Executive Committee may be called at any time by the President, or upon written request of not less than five (5) members of the Board. Special meetings can be held at any time upon the consent of all Directors, to consider a specific problem.

- (c) **Notice of Meetings** Notice of both regular and special meetings of the Board of Directors shall be given to each member of the Board of Directors at least two (2) days before such meeting. If a change of the league, a change in the coaching staff, or other substantial change in operation is to occur at a meeting, there shall be written notice of that fact given.
- (d) **Waiver of Notice** Any Director may waive notice of any meeting in accordance with New Jersey law.

4.07 Manner of Acting

- (a) **Quorum** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting if the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (b) **Majority Vote** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- (c) **Hung Board Decisions** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president shall have the power to swing the vote based on his/her discretion.
- (d) **Participation** Directors may participate in a regular or special meeting through the use of any means of communication including in person, internet video, or conference call.

4.08 Removal of Directors

A director may be removed by two-thirds (2/3) vote of the board of directors then in office, if:

- (a) Any director is absent from three (3) regular consecutive meetings, without adequate excuse determined by the President.
- (b) For cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention and is given the opportunity to be heard at a meeting of the board.

4.09 Compensation of Directors

Directors shall receive no compensation for carrying out their duties as directors, however the board may adopt policies providing for reasonable reimbursement of expenses incurred in carrying out board responsibilities. Further, directors are not restricted from being remunerated for professional services provided to the Association. Such remuneration shall be reasonable and fair to the Association and must be reviewed and approved by the Board of Directors.

ARTICLE V

OFFICERS

6.01 Board Officers

The officers of the Association shall be President, Vice President, Secretary and Treasurer all of whom shall serve at the pleasure of the board of directors.

6.02 President

The President shall be the executive officer of the Association and shall preside at all meetings of the membership and the Board of Directors, with the power to vote in all cases. He or she shall present to the Board of Directors an annual report; shall appoint all chairmen of committees (not otherwise provided for in the By-Laws) with the approval of the Board of Directors; shall be an ex-officio member of all committees with the deciding vote; and shall perform all duties generally incident to the office. The President shall be empowered to take any action that the Directors could take in case of emergencies.

6.03 Vice President

The Vice President shall perform all the duties of the President in his or her absence or inability to serve and shall assist as necessary. In the event that the office of the President becomes vacant, the Vice President shall assume the office of President for the unexpired term and perform all such duties as are incident to the office. The Vice President shall not act in the President's absence to change personnel or establish custom unless absolutely necessary and the President is unavailable.

6.04 Secretary

The Secretary shall keep the minutes of all meetings and conduct the general correspondence of the Board and shall perform all such duties as are incident to the office.

6.05 Treasurer

The Treasurer shall receive and disburse all funds of the Association; shall keep a true and accurate account thereof; shall pay all bills duly authorized and approved; shall report at each regular meeting of the Board of Directors; shall submit an annual report based on the books and accounts must be audited by a committee appointed by the President, and shall perform all such duties as are incident to the office.

6.06 Non-Director Officers

The board of directors may designate additional officer positions of the Association and may appoint and assign duties to other non-director officers of the Association.

6.07 Election and Term

The officers of the Association shall be elected by the Regular Membership and ratified by the board. A majority of the votes cast shall be necessary to elect. Officers shall serve for a two (2) year term of office or until a successor is elected.

6.08 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving notice to the Association. Any resignation shall take effect on the date notice is received, or at a later time if such time is specified in the notice.

ARTICLE VII

COMMITTEES

7.01 Committees

The Board of Directors shall appoint the chairman and members of all necessary committees.

- (a) **Executive Committee** - The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the power and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board of Directors.
- (b) **Finance Committee** – The Finance committee shall consist of at least one (1) member of the Board of Directors plus the Treasurer. It shall recommend to the Board of Directors a yearly budget and any changes in financial policy. It shall review each month the financial statement of the Treasurer and recommend to the Board of Directors an increase or decrease in expenditures when necessary. No expenditure in the budget shall be made without approval of the Finance Committee. It shall be in charge of all fund raising activities of the Association.
- (c) **Fundraising Committee** – The Fundraising Committee shall consist of at least one (1) member of the Board of Directors. Its duties will be to secure sponsors for the Association.
- (d) **Equipment Committee** – The Equipment Committee shall consist of at least one (1) member of the Board of Directors. The Committee shall be in charge of all the equipment and subject to the approval of the Finance Committee, it shall recommend, and upon authorization by the Board of Directors, procure all equipment necessary for the activities of the Association.
- (e) **Coaching Committee** - The Coaching Committee shall consist of the head coaches from the four teams (selected by the Executive Committee and Board of

Directors). The Committee shall be in charge of supervising and organizing the practices and games consistent with the Association's policies.

(f) Field Maintenance Committee

This chair will make sure the field is lined for all games and the practice fields are lined as well this needs to be done 2 X a month. Starting in July until November, approximately 8 times a year.

(g) Snack stand Committee

This Committee shall make sure the snack stand is manned for all home games, make sure all the money is deposited, and make sure the menu board is done and the food is stocked for sale.

(h) Multimedia Committee

This Committee will be responsible for keeping the Facebook and webpage page updated.

(i) Events Coordinator

This Committee will be responsible for the Association's four (4) major events: The awards dinner; The Pep Rally; Home for the Holiday Parade; and the Handing out of Equipment.

(j) Scheduling Committee

This Committee will be responsible for scheduling the referees, and working with the events coordinator for a calendar of all events scrimmages and games. Distributing the calendar to the parents and relevant Committees.

(k) Apparel

This Committee will be responsible for ordering new jerseys for all teams, and working with the Fundraising Committee to coordinate apparel for families.

(l) Safety and Education Committee

This Committee is responsible for joining USA FOOTBALL, making sure all coaches are CPR competent, defibrillator competent, background checked, and have completed sufficient classes.

ARTICLE VIII

QUALIFICATION OF COACHES

8.01 Certification

No person shall act as Head Coach or Assistant Coach or have charge of any team, unless approved by the Board of Directors and Executive Committee, and certified as per law.

Prior to the start of each season, the President and Vice President must submit to the Board of Directors for their approval a slate of proposed coaches after consultation with the Coaching Committee, Directors and Parents.

8.02 Coach Conduct

The Executive Committee will have the power to suspend any coach, or any person having charge of any activity with the team, for poor sportsmanship, neglect of duties or for failure to comply with the rules and regulations set up by the Board of Directors. Such suspension will remain in effect until a special meeting of the Board of Directors is held, at which time the acts complained of, consisting of such conduct, shall be properly considered by the Board of Directors and the offending person shall be heard in answer to such charges. Upon hearing all relevant discussion, the Board of Directors will decide whether or not to continue the suspension. The conduct of hearing on such changes shall not be open to the public

ARTICLE IX

MISCELLANEOUS

9.01 Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board.

9.02 Conflicts of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers,

9.03 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Association not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran status, political service or affiliation, color, religion or national origin.

9.04 Document Retention Policy

From time to time, the Association may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance.

9.05 Fundraising

The funds necessary for the operation of this Association shall be raised as follows:

- (a) From contributors who may wish to make voluntary contributions to the furtherance of the activities of the Association.
- (b) From such other activities and programs, as may be promulgated by the Board of Directors, such as ads, raffles, souvenir sales and the like.
- (c) Use of funds shall be limited solely to the operation of the Association. It is to be borne in mind that this Association is a non-profit organization; that its activities are mainly to encourage the healthful and character-building playing of football by the children of the Borough of Westwood.
- (d) All donor records shall be available for inspection by the members and doors or by their legal representatives. No donor records shall be available to any other person outside the Association except as required by law.

ARTICLE X

AUDIT

The books of the Association shall be audited annually by the Finance Committee appointed by the Board of Directors. The report of such committee shall be filed with the records of this Association. The audit must be accomplished as soon as practicable after the close of the fiscal year and the results presented to the Board of Directors at the next regularly scheduled meeting.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Association shall be from January 1 to December 31 of each year.

ARTICLE XII

BYLAW AMMENDMENT

These Bylaws or any section thereof may be amended, altered, repealed or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the Association to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code; and
- (b) that an amendment does not affect the voting rights of the directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds (2/3) vote of a quorum of the directors at a Board meeting; and
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE XIII

PLAYER HEALTH AND SAFETY

13.01 Concussion Protocol

It can take time for concussion symptoms to fully develop. It is important to observe an athlete after a suspected concussion. The most common symptoms are headache, confusion, nausea or dizziness, mood changes and a sense of lethargy or fatigue. If symptoms worsen - for example, an increasing headache or increasing nausea and vomiting - seek emergency care.

If a child player is suspected to have a concussion, the coaches will comply with the state requirements to remove the participant from all athletic activities immediately and only allow the participant to return after at least 24 hours and after being cleared by written permission from a qualified and licensed healthcare/medical professional.

13.02 Coaches Training and Certification

Minimum requirements for coaches to be on the field with the players during practices, scrimmages and games include the following:

- (a) Completion of three (3) qualifying coaching clinics;
- (b) Submission to and passing of a background check;
- (c) Membership in USA Football classes and passing required classes;
- (d) Certification in CPR and Defibrillation; and
- (e) Completion of a qualified concussion awareness class.

The Board of Directors may agree to increase the requirements from time to time without formally amending the Bylaws.

ARTICLE XIV

GRIEVANCE COMMITTEE

14.01 Filing

Any member of the Association having a grievance with any other member of the Association regarding eligibility for competition or the right to participate (as an athlete, coach, trainer, manager, administrator or official) in any competition, may file written notice of such grievance with the President.

14.02 Form

Any grievance shall be in writing, signed under oath, and shall allege with particularity the nature of the grievance and the facts related thereto.

14.03 Grievance Disposition

Upon receipt of a grievance, the President shall promptly refer it to the Board of Directors. Every effort shall be made to resolve the grievance through informal means.

14.04 Hearing Panel

In the event that the member filing a grievance is not satisfied with the proposed resolution of the matter reached by informal methods, or if no action is taken to resolve the matter informally within 30 days, the member may request a hearing. Upon such request the Board of Directors shall promptly appoint a hearing panel of at least three (3) members of the Regular Membership, none of whom shall have any interest in the subject matter of the grievance.

14.05 Hearing Panel

The hearing panel may adopt such procedures as it deems appropriate for the conduct of the hearing, including procedures for interested parties to present their respective positions. Promptly following the conclusion of the hearing, the hearing panel shall report its recommendations to the Board of Directors and all interested parties. The Board of Directors shall then decide to accept, modify or reject the recommendations or send the matter back for a further hearing.

14.06 Fair Notice

Fair notice and an opportunity for a hearing shall be accorded to any player, coach, trainer, manager, administrator, or official before such person is declared by the Association to be ineligible to participate in any competition. This includes the right to an expedited hearing in the event that a competition is so scheduled that an expedited proceeding is necessary.

CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Westwood Youth Football, Inc., were approved by the Westwood Youth Football Inc.'s Board of Directors on _____, 2016, and constitute a complete copy of the Bylaws of the corporation.