

**CONSTITUTION AND BY-LAWS
WASHINGTON YOUTH FOOTBALL & CHEERLEADING ORGANIZATION**

Article 1 – Name

SECTION 1: This organization shall be known as the **WASHINGTON YOUTH FOOTBALL & CHEERLEADING ORGANIZATION**, a nonprofit corporation incorporated under the laws of the Commonwealth of Pennsylvania, here in after referred to as “WYFCO”.

Article II – Purpose

SECTION 1: Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, including, in particular, to provide an adequate and balanced Youth Football & Cheerleading Organization for its members to participate in The Washington Greene Youth Football League “WGYFL”. Rules and policies of the “WGYFL” are hereby invoked and incorporated as a whole in the Constitution and By-Laws of the WYFCO.

Article III – Objective

SECTION 1: The objective of the WYFCO shall be to implant firmly in the youth of this organization the ideals of good sportsmanship, honesty, loyalty, courage, and respect for the authority.

SECTION 2: To achieve this objective, the WYFCO will provide a well supervised program of competitive football practices and games for children in grades K-6 under the rules and policies of the WGYFL. Directors, officers, referees, and coaches, shall bear in mind that stressing exceptional athletic skills or winning of games is secondary, and that providing positive leadership and life skills to our youth is of prime importance.

Article IV – Membership

SECTION 1: **PLAYING/CHEERLEADER MEMBER**- Any boy or girl meeting the required ages and grades established in the By-Laws of the WGYFL shall be eligible to participate on the designated teams within the WYFCO. Playing/Cheerleading Members shall have no rights, duties or obligations in the management or properties of the WYFCO Organization.

- SECTION 2: **REGULAR MEMBER**- All coaches and cheer advisor in the WYFCO approved by the Board of Directors and approved by the director of the WGYFL.
- SECTION 3: **GENERAL MEMBER**- Any parent/guardian who has a playing and/or cheerleading member within the WYFCO.
- SECTION 4: **BOARD OF DIRECTORS**- A board member is elected by Regular and General Members of the WYFCO following the previous season at an Annual Re-Organizational Meeting. The program director will be appointed by the Board of Directors. The Board of Directors will consist of a Program Director, Board President, Vice-President, Secretary and Treasurer. Any member of the WYFCO can be nominated for a board position providing the following: This individual must be in good standing with the WYFCO. This means this individual does not owe any fees, monies, and equipment to the WYFCO and has been a general or regular member for at least two years minimum.
- SECTION 5: Members holding three-fifths of the votes entitled to be cast and in person shall constitute a quorum at a meeting of the members. The vote or majority of the votes entitled to be cast by the members present or represented by proxy at the meeting which the quorum is present is necessary for the adoption of any matter voted on by the members unless a greater proportion is required by the Non-profit Corporation Law of 1988, the Articles of Incorporation of this Corporation or any provision of these By-Laws.
- SECTION 6: Quorum for any meeting of the board shall be constituted by a simple majority of the voting members, but a lesser number may meet and adjourn from time to time until a quorum is present. Quorum shall be established through either physical attendance or a quorum present with additional members participating by conference call. Members present at a duly organized meeting shall continue to conduct the business of the WYFCO, despite withdrawal of members leaving less than a quorum.

Article V – Board of Directors

- SECTION 1: The management of the property and affairs of the WYFCO shall be vested in the Program Director and Board of Directors. The new board members shall continue their duties until a new board is elected following the next scheduled season unless terminated by the WYFCO.
- SECTION 2: Replacement of any Board, Regular and General member will be done by the WYFCO. The board shall have the power to terminate an individual(s) membership in the WYFCO for but not limited to, unfit moral conduct, misuse of organizational funds, excessive absences from

practices and meetings and abuse. A special meeting will be held by the Program Director and a majority vote from the Board and Regular members will be required for dismissal. Dismissal will be otherwise permanent. However, it will not affect the playing/cheerleading member status.

SECTION 3: Regular meetings of the Board of Directors shall be held at least monthly following the season and weekly during the season. The Program Director shall determine the meeting times and/or place.

SECTION 4: The Board may declare a vacancy to exist when it has determined that a member thereof has been absent for three (3) consecutive meetings without valid excuse.

SECTION 5: In the event that all of the positions authorized as Directors are not filled, the Board shall have the right during the calendar year to add additional members to the Board of Directors by majority vote of the Directors present at a regular meeting. Further, any vacancy occurring among the members of the Board of Directors shall be filled by a majority vote of the Directors present at a regular meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

SECTION 6: The Board of Directors shall have the power to appoint such standing and special committees as it shall determine and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

SECTION 7: The Board may adopt such rules and regulation for the conduct of its meeting and the management of the WYFCO, as it deems proper.

SECTION 8: The Board of Directors shall provide a detailed financial report of the WYFCO to all members at the reorganization meeting. The report from the Program Director and his/her elected officers will show the amount of property owned by the WYFCO; the amount of monies applied, appropriated or expended during the year and the purposes, objects or persons to or for which such applications, appropriation or expenditures have been made. A report shall be filed and entered in the minutes of the annual meeting.

Article VI – Annual Insurance and Budget Meeting

SECTION 1: The Annual Insurance and Budget Meeting shall be held with the Program Director and Board of Directors at least six calendar months prior to each season. At this time, a projected budget will be made for equipment costs

and operating expenses for the upcoming season. The WYFCO will provide insurance for participating players and cheerleaders.

Article VII – Annual Re-Organization Meeting

- SECTION 1: The Annual Reorganization Meeting of the WYFCO for Regular, General members and any person interested in the affairs of the WYFCO shall be held after current season each year, for the purpose of electing officers, receiving reports of finance and funds, progress and for the transaction of such other reports and business as may come before the meeting. This meeting shall take place NLT 30 days after the seasons end.
- SECTION 2: Officers to be voted on are as follows: President, Vice President, Treasurer, and Secretary.
- SECTION 3: Terms of Officers shall be for (1) year. The Program Director, Board of Directors, and Cheerleading advisors must have current Criminal and PA child abuse clearances. Any person(s) found to have a felony conviction is automatically excluded for elected positions.

Article VIII – Officers, Duties and Powers

- SECTION 1: **Program Director**: The Program Director shall be responsible for conducting the affairs of the WYFCO and executing the policies established by the elected Board of the WYFCO. He/she shall present a report of conditions of the WYFCO at the annual Re-Organization meeting and at such or other times as he/she or the Board shall deem appropriate. He/she shall communicate to the Board of Directors such matters and make such suggestions to his/her opinion, tend to promote the welfare of the WYFCO and WGYFL. He/she shall be responsible for the conduct of the WYFCO in strict conformity to the policies, principals, rules, and regulations of the WYFCO. He/she shall examine the application and supporting proof of age document of every candidate and certify to his residence and age eligibility before the candidate may be accepted into the WYFCO and WGYFL. The Program Director will have a vote in case of ties only.
- SECTION 2: **President**: In case of the absence or disability of the Program Director, the President shall have all powers of that office. The President shall create public awareness initiatives and ensure the organization is visible to the community and those interested in assisting the WYFCO. This may include assigning staff members to coordinate fundraisers, community events and other programs to create responsiveness to the WYFCO.

- SECTION 3: **Vice President:** In case of the absence or disability of the President, and provided he/she is authorized to act, the Vice President shall perform the duties of the President and when so acting, shall have all powers of that office, and shall have such other duties as from time any be assigned to them by the Program Director and the President.
- SECTION 4: **Secretary:** The Secretary shall be responsible for recording the activities of the WYFCO and maintaining appropriate files, mailing lists and necessary records. He/she shall maintain a list of the Directors and members, and give notice of all meetings of the WYFCO. Also, keep the minutes of the meetings of the Board of Directors, and the Executive Committee, and cause them to be recorded in a book kept for the purpose; conduct such correspondences may be required.
- SECTION 5: **Treasurer:** The Treasurer shall receive all monies and securities, and deposit it in a depository approved by the Board of Directors. He/She shall not act as sole signature of checks for disbursement of WYFCO funds. All checks will require two (2) signatures. He/She shall keep records for the receipt and disbursement of all monies and securities of the WYFCO, make all approved payments from allotted funds, and draw checks therefore. Under the direction of then President, he/she shall prepare an annual insurance and budget for submission to the Board of Directors at the Annual Re-Organizational Meeting.
- SECTION 6: **Cheerleading Advisor:** The Cheerleading Advisor will be approved by the Board of Directors. Anyone interested in becoming the Cheerleading Advisor must inform the Program Director in writing or email by January 1st of the upcoming season. The Cheerleading advisor will report directly to the Program Director. The Cheerleading Advisor will be responsible for but not limited to registration, supplying uniforms and equipment, coordinating fundraising activities and cheer coaches at each level. In addition, the Cheer advisor is responsible for attending all WGYFL mandated meetings and adhering to all cheerleading policies set forth by the WGYFL Cheerleading Director.

Article IX – Coaches, Parents and Players

- SECTION 1: Team coaches shall be approved by the Board of Directors with a majority vote annually prior to assuming responsibilities. Individuals who want to be head coaches of football or cheerleading must notify the Program Director at least 6 calendars months from August 1st of the upcoming season. The Program Director of the WYFCO has the power to delegate authority, terminate coaches, cheerleaders and players as he sees fit. The

Program director shall be responsible for all teams and coaches conduct. The head football and cheerleading coach at each level must be at least 21 years of age, and must have been a coach in the WYFCO for at least 2 consecutive years. Assistant coaches must be at least 18 years of age and no longer in high school. This may be waived by the board under extreme circumstances. If the head coach resigns or is terminated from his position, the board will appoint a new head coach immediately. The head coach will oversee the entire football and cheerleading aspect of the team at each level and report directly to the Program Director.

- SECTION 2: All coaches must have a criminal and child abuse clearance prior to coaching and must complete any training mandated by the PYFL. Coaches are prohibited to use tobacco, alcohol and illegal drugs in the presence of the players. Any coach found intoxicated and/or impaired from illegal drug use will be terminated immediately and permanently banned from the WYFCO. No exceptions. The use of vulgar language is prohibited. Any coaches involved in physical altercations with other coaches, parents, referees or players will be terminated. Coaches will be held to the highest standards possible and will represent the WYFCO in a positive manner at all times and venues.
- SECTION 3: Parents conduct shall be governed under the WGYFL By-Laws and Constitution in addition to the rules set forth by the WYFCO. Parents are not permitted on the game or practice fields at any time unless beckoned by the coach. Parents shall represent the WYFCO in the highest standards possible. Any parents conduct or behavior that is detrimental to the WYFCO will be removed from the WYFCO. This will include the player(s). Parents are also responsible for maintaining and returning the players equipment. They are also responsible for lost and damaged equipment which is not normal wear and tear. Player's equipment that is not turned in will not be able to attend the banquet, receive awards or participate the following year. This also applies to any monies owed to the WYFCO.
- SECTION 4: Players in the WYFCO will governed under the WGYFL By-Laws and Constitution in addition to By-Laws set forth by the WYFCO. Any player whose conduct and or behavior deemed detrimental to the team or in direct violation of the coach's policies and procedures will be removed from the team at the coach's discretion.

Article X – Finances and Accounting

- SECTION 1: The Board of Directors shall decide all matters pertaining to the finances of the WYFCO and it shall place all income into the appropriate treasury.

- SECTION 2: The fiscal year of this organization will begin on January 1 and end on December 31 of each year.
- SECTION 3: The Board shall not permit the solicitation of funds in the name of the WYFCO unless all funds so raised are placed in the WYFCO treasury. The Board shall not permit disbursement of the WYFCO funds for purposes other than to conduct business of WYFCO.
- SECTION 4: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 purpose clause thereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.
- SECTION 5: The organization shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- SECTION 6: The organization shall not engage in any act of self-dealing as defined in Section 4941(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- SECTION 7: The organization shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- SECTION 8: The organization shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- SECTION 9: The organization shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

SECTION 10: Notwithstanding any other provision of the Constitution and By-laws, the organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they may be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

SECTION 11: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI – Amendments

SECTION 1: The Constitution and By-laws of the WYFCO may be amended, repealed, or altered in whole or in part by a vote of not less than 2/3 of the Directors at any meeting. The Program director will notify Board of Directors of a meeting and the proposed changes are given in writing to all board members of the organizations ten (10) days prior to such meeting.

Article XII – Dues, Registration Fee, and Budget Fee

SECTION 1: Registration fees, or dues, for playing members shall be set by the Board of Directors and collected by the WYFCO.

SECTION 2: The WYFCO will maintain an annual insurance policy on all equipment and uniforms inventoried. The insurance policy will be in the name of the presiding Program Director.

SECTION 3: Any outstanding bills or invoices of the WYFCO must be paid prior to the Annual Reorganization meeting of WYFCO.

Article XIII – Informal Action

SECTION 1: **Waiver of Notice:** When any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Constitution and By-laws of this organization, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

SECTION 2: **Action by Consent:** Any action required by law or under the Constitution and By-laws of this organization, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all Directors in office, and filed with the Secretary of the organization.

Article XIV – Indemnification

SECTION 1: The organization shall indemnify any and all of its directors or officers or former directors and officers or any person who may have served at its request or by its election as a director or officer of another organization, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or having been directors or a director or officer of the organization or of such organization, except in relation to matters as to which any such director or former director or officer or person shall by performance of duty and to such matters as shall be settled by agreement predicated on existence of such liabilities.

The Indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any By-law, agreement, vote of members of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.