



CENTRAL CASCADE POP WARNER LEAGUE

Central Cascade Pop Warner League

By-Laws

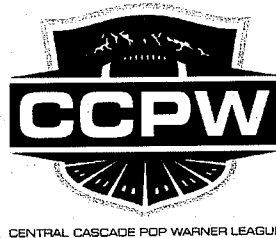
(a Non-Profit Corporation)

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Article 2 General Information

- 1.1 Name: This Corporation shall be known as the Central Cascade Pop Warner (CCPW).
- 1.2 Gender: The use of the masculine gender herein shall include the feminine gender.
- 1.3 Logo/Insignia: See below and is presently contained the letterhead of CCPW.



Article 2 Principal Office

- 2.1 The office of the principal place of business of CCPW shall be within the geographic boundaries as stated in Appendix 1. The Corporation's current mailing address is PO Box 5488 Wenatchee Washington 98807.

Article 3 Purpose, Objectives, and Property

- 3.1 Purpose:
 - 3.1.1 The purposes of the Corporation are as set forth in the Articles of Incorporation.
 - 3.1.2 This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

3.1.3 No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

3.2 Objectives:

3.2.1 This Corporation is a non-profit public benefit Corporation and is not organized for the private gain of any person.

3.2.2 CCPW's objective shall be to implant into the youth of the communities the ideals of good sportsmanship, honesty, loyalty, hard work, and courage so that they may be individuals who may reflect credit upon themselves, their parents, and their communities. This objective shall be achieved by providing a supervised, safety-oriented football and cheerleading program. The supervisors shall bear in mind that winning is secondary and that the molding of future adults is of primary importance. An additional objective is to stress the importance of scholastic achievement.

3.3 Property: The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation, or corporation which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article 4
Membership

Note (10/31/11): CCPW will be made up of Association Membership and individual Participant Membership until all selected areas have incorporated for Association Membership.

4.1 Associations:

4.1.1 Membership in the Corporation shall consist of any organized football association which consists of cheerleaders (football association), which meets the CCPW requirements, and has been approved for entry by the Governing Body (Board of Directors).

4.1.2 Football associations seeking membership, providing they meet the Corporation's requirements and have submitted their non-refundable fee, shall be admitted by two-thirds (2/3) majority vote of the Board of Directors on a probationary status. Newly formed association(s) will follow the subsequent probationary periods.

- 4.1.2(a): The newly formed association(s) will not manage players and coaches for the year in which they are approved.
- 4.1.2(b): The newly formed association(s) shall be on probation for one (1) managed play season.
- 4.1.2(c): There shall be a final vote for approval of regular membership after the first (1st) probationary play season.
- 4.1.3 Boundaries: Boundary requests should be submitted upon the application acceptance.
- 4.1.3(a): CCPW will pre-determine the boundaries and clearly designate them.
- 4.1.4 At the end of the Football Associations probationary period(s), a final vote shall be taken for approval of regular membership.
- 4.1.4(a): Associations, that in the opinion of CCPW, have reorganized with the intent of avoiding previous debt, shall not be eligible for membership.
- 4.1.4(b): Approval of regular membership shall require a two-thirds (2/3) majority vote of the Board of Directors, a quorum being present. There are no required criteria that mandate the approval of regular membership. Such approval is at the sole discretion of the current Board of Directors.
- 4.1.4(c): At the opinion of the Board of Directors and by a two-thirds (2/3) majority vote, Probationary Associations may have their probationary status extended for a period of time deemed appropriate.
- 4.1.4(d): The Probationary Association will have until December 31 of the final probationary year to gain approval of Regular Membership or an extension of probation. Any Probationary Association that has failed to gain approval for regular membership or an extension of probation shall immediately cease to be affiliated with the CCPW. All monies due to CCPW for an Association that fails to gain such membership or probation extension approval shall become due and payable upon the date of such vote or December 31st of the current year (whichever occurs first).
- 4.1.5 Association members of this Corporation shall be:
- 4.1.5(a) There are currently two associations which are members of
CCPW: Insert out leagues here

- 4.1.5(b) Beginning with the 2012 season, associations will be granted probationary membership each year.
- 4.1.6 An Association's President, or designated alternate, will represent them at the League monthly board meetings. The designated alternate shall serve only in the absence of the Association's President. The designated alternate shall be a member of the Association's Executive Board.
- 4.1.7 Removal of Membership: The Board of Directors of this Corporation may terminate the membership of a member Association by an affirmative two-thirds (2/3) majority vote, with just cause. Notice of termination shall be presented in writing to said member Association President, or any member of said Association Board of Directors.
- 4.1.8 Resignation of Membership: A tender of resignation, in writing, to the Board of Directors of this Corporation shall automatically terminate a membership.
- 4.1.9 Any member Association terminated, for whatever reason, shall have no claim on any property or assets of this Corporation.
- 4.1.10 Liability:
- 4.1.10(a): No member of this Corporation shall be liable for the debts, or be in any way responsible for the functions, activities, or policies of the CCPW or any Associations.
- 4.1.10(b): Each Association shall hold the Corporation and its officers harmless from any and all liabilities for damages sustained to or claimed as personal or property damages arising from acts, omissions or negligence of the member Association, its agents or employees.
- 4.1.11 League-Sponsored Events: Participation in league-sponsored events (i.e., Local Scholastic Award Ceremony/Banquet, Local Cheer/Dance Competitions, Bowl Games, League Playoffs and Consolation games) is required for all CCPW associations. Any association that fails to participate shall be fined as follows:
- 4.1.11(a): 1st Occurrence: No less than one hundred dollars (\$100.00).
- 4.1.11(b): 2nd Occurrence: No less than one hundred fifty dollars (\$150.00).
- 4.1.11(c): 3rd or more Occurrences: A meeting for "Failure to Participate" shall be convened by the Board of Directors of this Corporation to determine if there is cause to expel the association at the end of the season.

4.2 Individual Members:

- 4.2.1 Participant Members: Any participant candidate meeting the requirements of, and who resides within the authorized boundaries of CCPW, shall be eligible to participate but shall have no rights, duties or obligations in the management or in the property of CCPW.
- 4.2.2 Regular Members: Any person actively interested in furthering the objectives of CCPW shall become a regular member upon election by the Board of Directors or upon registration of their child that meets the requirements of Article 4 Section 4.2.1.
- 4.2.3 Sustaining Members: Any person who is not a Regular or Participant Member and who makes a financial or other contribution to the CCPW may, by majority vote of the Board of Directors, become a Sustaining Member, but such person shall have no rights, duties or obligations in the management or in the property of the CCPW.
- 4.2.4 Members, whether Regular or Participant, shall not be required to be affiliated with another organization or group to qualify as a member of CCPW.
- 4.2.5 All Regular Members in good standing and only Regular Members in good standing, are entitled to one vote at any regular or special meeting of the members or in any voting as to which the members have the right to vote in accordance with the Articles of Incorporation, these by-laws or the statutes of the State of Washington.
- 4.2.6 The Secretary shall maintain the roll of membership to qualify voting members.
- 4.2.7 Disciplinary Actions of Members: If any member of this Corporation shall at any time be guilty of an act prejudicial to the Corporation, or to the purposes for which it is formed, or, in the opinion of the Board of Directors, no longer meets the requirements for membership set forth in section 4.2.1, 4.2.2 or 4.2.3, the Board of Directors by a two-thirds (2/3) majority vote, a quorum being present, shall have the authority to discipline, suspend, or terminate the membership of any Member, without cause, of any class when the conduct of such person is considered detrimental to the best interests of CCPW.
- 4.2.7(a): The Board of Directors shall hold a special meeting for the determination of discipline after a recommendation from the appointed Disciplinary Committee.
- 4.2.7(b): The member involved shall be notified of such special meeting, which will be set no less than fourteen (14) days from the report to the Board of Directors by the appointed Disciplinary Committee. The member is to be informed of the general nature of the

allegation(s) and given an opportunity to appear at the meeting to answer such allegation(s)..

4.2.7(c): *Participant Member*: The Board of Directors shall, in case of a Participant Member, give notice to the head coach of the team of which the participant is a member.

4.2.7(c)(1): The head coach shall appear, in the capacity of an adviser, with the Participant Member before the duly appointed Disciplinary Committee.

4.2.7(c)(2): The Board of Directors shall have the full power to suspend or revoke such participant's right to future participation with a two-third (2/3) majority vote.

Article 5
Government
(Commencement of 2009)

- 5.1 The government of this Corporation shall be under the supervision of the Board of Directors and Association Presidents.
- 5.2 There shall be seven (7) Corporation Officers (Executive Board) of this Corporation consisting of the: Corporation Commissioner (President), Chief Deputy Commissioner (Vice President), Football Commissioner, Cheer Commissioner, Treasurer, Secretary, Scholastics Commissioner, and Referee Commissioner.
- 5.3 There shall be three (3) Corporation Directors (directors) which shall consist of the: Football Coaching Director, Cheer Coaching Director, and Area Director.
- 5.4 There shall be six (6) non-voting managers, which titles may vary, at large whose positions will be appointed annually depending on need.
- 5.5 Elected and appointed corporate officers, directors, and managers shall have the opportunity to have one (1) registration of an individual participant member waived. This waiver is allowed for the current play season and is only allowed for those elected and appointed officers, directors, and managers who took office after January 1 of the current play season. This waiver is forfeited if the corporate officer, director, or manager does not have an individual participant member. The waiver is for the least expensive registration.
- 5.6 *As Associations are added and there are enough to manage all individual members, sections 5.3 and 5.4 will be deleted.*

- 5.7 It shall be the duty of the Corporation Officers and Corporate Directors to conduct all business of the CCPWL.
- 5.8 Official business of the Corporation may be conducted at a regular or special meeting of the Corporation, if a quorum of the Board of Directors is present.
- 5.9 Regular meetings shall be held monthly at a minimum. No regular meeting may be cancelled if such cancellation would violate this monthly minimum requirement, unless approved by a two-thirds (2/3) majority vote of the Board of Directors. The annual meeting shall be the first meeting in January.
- 5.10 The Corporation shall be the liaison between National Pop Warner, Regional Pop Warner, and the Associations affiliated with this Corporation.
- 5.11 The Corporation shall be responsible for all scheduling, eligibility, and enforcement of all rules and regulations adopted by the Board of Directors for its approved Associations.
- 5.12 The Corporation shall be responsible for all management of its Participant, Regular, and Sustaining Members which are not members of approved Association until such a time that the Corporation's membership is only that of Associations.
- 5.13 The Corporation shall act as agent for payment of dues to National Pop Warner and the payment of insurance to cover all Associations.
- 5.14 Nominations:
- 5.14.1 Nominations for Corporate Officers shall be made by any President, Corporate Officer, or those of the general membership at least six (6) weeks prior to the board elections.
- 5.14.2 Nominations for any and all offices shall be submitted to the Corporation Secretary. The Corporation Secretary shall keep a confidential record of who made each nomination. If the Secretary is running for re-election, the President shall assign this task to another board member that is not up for re-election, with the two-third (2/3) majority vote, approval of the members of the Board of Directors, a quorum being present.
- 5.14.3 The Corporation Secretary shall contact all nominees and verify their acceptance of all nominations prior to placing their name on any ballot.
- 5.14.4 An individual may be nominated for any number of offices. An individual's name shall appear on the ballot for every office for which they have accepted the nomination.

5.14.5 Qualifications for the offices of Corporate Commissioner, Chief Deputy Commissioner, as well as Football and Cheer Commissioner, at a minimum, must include either previous service as an CCPW Corporate Officer or Director, or previous service as a President (or other titled Chief Executive Officer) at the Association level. Additional minimum qualifications for the subsequent Corporate Officers and Directors are as follows:

5.14.5(a): Football Commissioner = Computer with internet and appropriate software; must know and understand all National and Pop Warner rules and procedures; must be USA Coaching Certified.

5.14.5(b): Cheer Commissioner = Computer with internet and appropriate software; must know and understand all National and Pop Warner rules and procedures; must be Safety/Stunt Certified.

5.14.5(c): Treasurer = Experience required. Resume' to be submitted along with more complete background check, with potential of credit check; computer with internet; lack of experience and interest may result in outsourcing of bookkeeping responsibilities for Treasurer to oversee.

5.14.5(d): Scholastics Commissioner = Minimum experience required; Computer with internet and appropriate software; must know and understand all National and Pop Warner rules and procedures.

5.14.5(e) A nominee that has accepted a nomination, may only be kept off, or removed from, the ballot by a 2/3 majority vote of the Board of Directors, a quorum being present, or at the nominees own request.

5.15 Elections:

5.15.1 The election for any given year shall be held at any regularly scheduled meeting between the months of October and December and there shall only be one election date in any given year.

5.15.1(a): The election for the Corporation Commissioner shall be held in even-numbered years by secret ballot.

5.15.1(b): The election for the Chief Deputy Commissioner shall be held in odd-numbered years by secret ballot.

5.15.1(c): Beginning 2012, the election for all other Corporate Officers and Directors shall be held as follows. This may require only a one (1) year commitment for some positions.

5.15.1(c)(1): The Secretary, Football Commissioner, and Scholastics

Commissioner, and Cheer Coaching Director shall be in even-numbered years by secret ballot.

5.15.1(c)(2): The Treasurer, Cheer Commissioner, Referee Commissioner, Football Coaching Director, and Area Director, shall be in odd-numbered years by secret ballot.

5.15.2 It shall be the responsibility of the Corporation Secretary (or appointed individual as stated in 5.14.2 above) to prepare and create all ballots for the election process.

5.15.3 Ballots shall be counted by at least (3) persons that are not nominees and presided over by the current Corporation Secretary (or appointed individual as stated in 5.14.2 above) .

5.15.4 Ballots for the election of the Corporate Commissioner, Chief Deputy Commissioner, Secretary, Treasurer, Football Commissioner, Cheer Commissioner, and Scholastics Commissioner, when more than one candidate is listed, shall have the names of all nominees noted immediately under the title of the office in an order drawn by lot for which they are running.

5.15.4(a): For any office in the above-stated paragraph (5.15.4) where the nominee is running unopposed, directly under the name, there shall be two (2) boxes noted "Yes" and "No."

5.15.5 For the offices noted in section 5.15.4, when more than one candidate is listed, the person who receives the most votes shall be declared the winner of that office.

5.15.5(a): For nominees noted in section 5.15.4(a), where there is a Yes-No option, a winner will be declared ONLY if the nominee receives more "Yes" votes than "No" votes.

5.15.5(b): Tie votes shall be broken by conducting subsequent ballots, for the tied position(s) only, until such time as the tie(s) is broken.

5.15.8 No individual may hold more than one CCPWL Executive Officer or Director position at any given time. Should a nominee win more than one office, said nominee shall choose which office said nominee shall occupy and the remaining offices that the said nominee won shall be declared vacant until such time as the Board of Directors approves an appointment for the vacant offices.

5.15.9 The results of the election process shall be declared and posted within

three (3) days of election on the League's website.

5.16 Appointments:

5.16.1 Should any existing Corporate Officer position need to be filled as a result of a vacancy, the vacancy shall be filled by appointment.

5.16.2 Only the Corporate Commissioner may appoint Corporate Officers. Such appointments must be presented to and ratified by the Board of Directors prior to the appointment taking affect. Such ratification shall be by a two-third (2/3) majority vote, a quorum being present.

5.16.3 Any Corporate Officer or Association President may present nominees for appointment to the Corporate Commissioner for consideration (i.e., Standing Committees). All nominees for appointment received by the Corporate Commissioner shall be presented to the Board of Directors for approval.

5.16.3(a): Appointed individuals shall have no vote on actions taken by the Board of Directors, unless such individuals have been elected to fill a vacancy on the Board.

5.16.4 If any member of the Board of Directors should fail to perform his/her duties in a reasonable manner, or otherwise fails to act in the best interests of the corporation, may be removed from the Board, in its discretion, by the affirmative vote of a two-third (2/3) majority vote of the Board of Directors at any regular or special meeting, provided that any such Board member shall be given not less than ten (10) days prior notice of his/her proposed removal from the Board.

5.16.5 Absence from three (3) consecutive regular meetings of the Board of Directors shall constitute automatic grounds for removal of the member from the Board of Directors with no notice or hearing being required.

5.16.6 It is the responsibility of all committees and members to uphold and enforce the rules and dignity of the League. Any board member may resign his/her position and still maintain status in good standing; however, if at any time a board member is dismissed or voted off the current board he/she may not reapply nor be elected for any status in the league for a period of one year from the date of dismissal.

5.17 The natural term of all Corporate officers and Directors shall be two (2) calendar years commencing January 1. For 2012, please note 5.15.1(c). The natural term of office of an appointee shall be from the time the appointment is ratified until the closest election for the office being held.

- 5.18 No Executive Corporate Officer shall serve in any coaching capacity of any Corporation team nor hold any other office, or staff position in a member Association, unless approved by a two-third (2/3) majority vote by the Board of Directors.
- 5.19 No Association President shall exercise more than one (1) vote, the exception being if he/she has been assigned as a proxy by another Association President. In the event of a tie vote, the Corporate Commissioner shall cast the deciding vote except for the election voting.
- 5.20 No Association board member shall serve concurrently on League board and Association board.
- 5.21 If a League board member vacates a position for any reason before the end of its term, the member may not join an Association board until such time that the term of the League board position being vacated has concluded. Conversely, if an Association board member vacates a position for any reason, the member may not join the League board until such time that the term of the Association board position being vacated has concluded. This is effective January 11, 2012.

Article 6
Officers and their Duties

- 6.1 Corporate Commissioner: The Corporate Commissioner shall be the chief executive officer of the Corporation and shall have general supervision, direction, and control of the business and affairs of the Corporation. He/she shall be a member ex-officio of all committees except the nominating committee. He/she shall have one (1) vote in the case of a tie. The Corporate Commissioner shall have no vote in any preceding which results in the installation of a Corporate Officer. (*Related Documents: Job Description, Corporation Commissioner*)
- 6.2 Chief Deputy Commissioner: The Chief Deputy Commissioner shall report directly to the Corporate Commissioner and perform such duties as assigned by the Corporate Commissioner. He/she shall serve in the temporary absence of the Corporate Commissioner with the full responsibility of that office. (*Related Documents: Job Description, Chief Deputy Commissioner*)
- 6.3 Football Commissioner: The Football Commissioner will examine the application and support of proof of age and any other required documents of every participant candidate. He/she will assist the Corporate Commissioner in checking residence and age eligibility. He/she will conduct participant registrations and certification and prepare the list of football team rosters. (*Related Documents: Job Description, Football Commissioner*)
- 6.4 Cheer Commissioner: The Cheer Commissioner will examine the application and

support of proof of age and any other required documents of every participant candidate. He/she will assist the Corporate Commissioner in checking residence and age eligibility. He/she will conduct participant registrations and certification and prepare the list of cheer team squad rosters. *(Related Documents: Job Description, Cheer Commissioner)*

- 6.5 Treasurer: The Treasurer shall maintain or cause to be maintained adequate and correct accounts of the business transactions of CCPW. The Treasurer shall be included as a signatory on all CCPW bank accounts. The Treasurer shall promptly deposit all moneys and other valuables in the name of and to the credit of CCPW as directed by the Board of Directors. He/she shall report the financial status of the Corporation at least monthly, at scheduled meetings. The Treasurer shall cause to be created all annual state and federal filings, to include, but not limited to tax returns and shall cause said documents to be filed by their statutory deadlines. *(Related Documents: Job Description, Treasurer)*
- 6.6 Secretary: Shall be responsible for the recording of the activities of the League and board of directors. He/she shall maintain all lists of directors, coordinators, managers, and committee members and mailing lists. He/she shall give notice of all meetings and is responsible for maintaining all meeting record minutes. He/she shall be responsible for carrying out all orders, votes, and resolutions and notify members of nominations, elections, and appointments. *(Related Documents: Job Description, Secretary)*
- 6.7 Scholastics Commissioner: Shall ensure that all participants meet scholastic eligibility requirements of Pop Warner. He/she shall keep track of student achievements of 96 or above for All-Star Academic Acknowledgement and forward all scholastic forms to the Regional Director for submission for scholastic recognition. *(Related Documents: Job Description, Scholastics Commissioner)*

Article 7

Attendance

- 7.1 All League board members and Association Presidents shall attend all regularly scheduled and special meetings. An Association President may appoint a representative to replace him/her at a meeting, with the approval of the Corporate Commissioner.
- 7.2 Any League board member who misses three (3) consecutive regular meetings of the Board of Directors shall constitute automatic grounds for removal of the member from the Board of Directors with no notice or hearing being required.

(See Section 5.15.5)

- 7.3 Any Association, which does not have a representative at three (3) consecutive meetings, shall be suspended from all voting privileges for the remainder of the current year. An excused absence shall not constitute a violation of this section. An excused absence shall be approved prior to the scheduled meeting by the Corporation Commissioner or Chief Deputy Commissioner. The vote of an Association may be reinstated at any time upon favorable vote of two-thirds (2/3) of the board of directors in attendance and in good standing.

Article 8
Tribunal Authority

- 8.1 Any tribunal held at the direction of the board of directors, including but not limited to that directed by the rules, shall have the full force and effect of the entire board of directors, and shall generally be considered a final decision. Only the board of directors, by means of simple majority vote, a quorum being present, shall have the authority to alter the decision of a Tribunal in any manner whatsoever. No Corporation Officer may alter, set aside, or nullify any decision or portion of a decision of a Tribunal. All Corporate Officers shall be bound to abide by the decisions of any Tribunal unless overturned by vote by the board of directors. The provisions of this section of the Central Cascade Pop Warner By-Laws shall be considered superior to those of any other when relating to Tribunals.

Article 9
Amendments

- 9.1 It is the intention of the corporation that it be and remain qualified under Section 501(c)(3) of the Internal Revenue Code. Any amendment to these By-Laws shall be effective only to the extent that is consistent with such qualification.
- 9.2 Proposed amendments to the By-Laws shall be presented in writing to the board of directors. Such changes shall be discussed and voted upon at the next official meeting following the written presentation.
- 9.3 Proposed amendments shall be approved by an action of a two-thirds (2/3) majority vote of the total board of directors and such amendment shall be effective, subject to Section 9.1.
- 9.4 Approved amendments shall be formally incorporated into the By-Laws no later than March 31 of the current year. Amendments approved after March 31 shall take effect as an addendum until they can formally be written into the bylaws the following year.

Article 10

Indemnification

- 10.1 To the fullest extent permitted by law, the corporation shall indemnify any person who was or is, a party, or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by, or in the right of, the corporation or otherwise). This indemnification shall indemnify any above-stated person by reason of the fact that he/she is, or was, serving as a director or officer director of the corporation, or is, or was serving at the request of the corporation as a director or officer director of another corporation. This shall indemnify any above-stated person against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding; and the board of directors may, at any time, approve indemnification of any other person which the corporation has the lawful power to indemnify.
- 10.2 The indemnification provided by Section 10.1 shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.