#

# Mt. Spokane-Mead Pop Warner Association

**By-Laws**

**(A Non-Profit Corporation)**

# Mt. Spokane-Mead Pop Warner Association By-Laws

## Article 1

## General Information

* 1. Name: This Corporation shall be known as the MT. SPOKANE-MEAD POP WARNER ASSOCIATION (MSMPW) and will be referred to as the ASSOCIATION set forth.
	2. Gender: The use of gender herein shall include both masculine and feminine gender.
	3. Logo/Insignia: See below and is presently contained the letterhead of MSMPW.



## Article 2

## Principal Office

2.1 The office of the principal place of business of MSMPW shall be within the geographic boundaries as stated in Appendix 1. The Association’s current mailing address is: PO Box 427*, Colbert, Washington 99005.*

## Article 3

***Purpose, Objectives, and Property***

* 1. Purpose:
		1. The purposes of the Association are as set forth in the Articles of Incorporation.
		2. This Association is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
		3. No substantial part of the activities of this Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
	2. Objectives:
		1. This Association is a non-profit public benefit Corporation and is not organized for the private gain of any person.
		2. MSMPW’s objective shall be to implant into the youth of the communities the ideals of good sportsmanship, honesty, loyalty, 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. Property: The property of this Association is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Association 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 Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association 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

## Government

* 1. The government of this Association shall be under the supervision of the Board of Directors.
	2. There shall be seven (7) Association Officers (Executive Board) of this Association consisting of the: Association President, Association Vice President, Football Commissioner, Cheer Commissioner, Treasurer, Secretary, Head of Development & Fundraising.
	3. There shall be four (4) Association Directors (directors) which shall consist of the: Football Coaching Director, Cheer Coaching Director, Scholastic Director, and Area Director.
	4. There shall be two (2) to four (4) non-voting managers/coordinators at large whose positions will be appointed annually depending on need.
	5. Elected and appointed corporate officers, directors, and managers/coordinators 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 most expensive registration.
	6. It shall be the duty of the Association Officers to conduct all business of the MSMPW.
	7. Official business of the Association may be conducted at a regular or special meeting of the Association, if a quorum of the Board of Directors is present.
	8. 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.
	9. The Association shall act as agent for payment of dues to Inland Northwest Pop Warner League.
	10. Nominations:
		1. Nominations for Corporate Officers shall be made by the President or any Corporate Officer at least six (6) weeks prior to the board elections.
		2. Nominations for any and all offices shall be submitted to the Association Secretary. The Association 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 2/3 majority approval of the members of the Board of Directors, a quorum being present.
		3. The Association Secretary shall contact all nominees and verify their acceptance of all nominations prior to placing their name on any ballot.
		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. Qualifications for the offices of Association President and Association Vice President, at a minimum, must include previous service as an MSMPW Association Officer.

4.14.5(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.

4.14.5(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.

4.14.5(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.

4.14.5(d): Head of Development and Fundraising = Minimum experience required; one (1) sample proposal to be submitted.

Nominees failing this qualification may still be nominated upon approval of a simple majority of the Board of Directors, a quorum being present.

4.14.6(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.

* 1. Elections**:**
		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.

4.15.1(a): The election for the President shall be held in – odd numbered years by secret ballot.

4.15.1(b): The election for the Vice President shall be held in Even-numbered years by secret ballot.

4.15.1(c): Beginning 2013, the election for all other Corporate Officers and Directors shall be held as follows. This may require only a 2 year commitment for some positions.

4.15.1(c)(1): The Secretary, Football Commissioner, Head of Development & Fundraising, and Cheer Coaching Director shall be in even-numbered years by secret ballot.

4.15.1(c)(2): The Treasurer, Cheer Commissioner,

Football Coaching Director, Area Director, and Scholastics Director shall be in odd- numbered years by secret ballot.

* + 1. It shall be the responsibility of the Association Secretary (or appointed individual as stated in 4.14.2 above) to prepare and create all ballots for the election process.
		2. Ballots shall be counted by at least (3) persons that are not nominees and presided over by the current Association Secretary (or appointed individual as stated in 4.14.2 above).
		3. Ballots for the election of the President, Vice President, Secretary, Treasurer, Football Commissioner, Cheer Commissioner, and Head of Development & Fundraising, 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.

4.15.4(a): For any office in the above-stated paragraph (4.15.4) where the nominee is running unopposed, directly under the name, there shall be two (2) boxes noted “Yes” and “No.”

* + 1. For the offices noted in section 4.15.4, when more than one candidate is listed, the person who receives the most votes shall be declared the winner of that office.

4.15.5(a): For nominees noted in section 4.15.4(a), where there is a Yes-No option, a winner will be declared ONLY if the nominee receives more “Yes” votes than “No” votes.

4.15.5(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.

* + 1. No individual may hold more than one MSMPW 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.
		2. The results of the election process shall be declared and posted within three (3) days of election on the League’s website.
	1. Appointments:
		1. Should any existing Corporate Officer position need to be filled as a result of a vacancy, the vacancy shall be filled by appointment.
		2. If any member of the Board of Directors should fail to perform his duties in a reasonable

manner, or otherwise fails to act in the best interests of the association, may be removed from the Board, in its discretion, by the affirmative vote of a 2/3 majority 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.

* + 1. 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.

4.16.4 It is the responsibility of all committees and members to uphold and enforce the rules and dignity of the Association. 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 may not reapply nor be elected for any status in the league for a period of one year from the date of dismissal.

* 1. The natural term of all Corporate Officers and Directors shall be two (2) calendar years commencing January 1. Please note 4.15.1(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.
	2. No Association board member shall serve concurrently on a League board and Association board.
	3. If an Association board member vacates a position for any reason, the member may not join another Association or the League board until such time that the term of the Association board position being vacated has concluded.

## Article 5

## Officers and their Duties

* 1. President: The President shall be the chief executive officer of the Association and shall have general supervision, direction, and control of the business and affairs of the Association. He shall be a member ex-officio of all committees except the nominating committee. He shall have one (1) vote in the case of a tie. The President shall have no vote in any preceding which results in the installation of a Association Officer. (*Related Documents: Job Description, Association President*)
	2. Vice President: The Vice President shall report directly to the Association President and perform such duties as assigned by the President. He shall serve in the temporary absence of the President with the full responsibility of that office. (*Related Documents: Job Description, Vice President*)
	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 will assist the President in checking residence and age eligibility. He will conduct participant registrations and certification and prepare the list of football team rosters. (*Related Documents: Job Description, Football Commissioner)*
	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 will assist the President in checking residence and age eligibility. He will conduct participant registrations and certification and prepare the list of cheer team squad rosters. (*Related Documents: Job*

*Description, Cheer Commissioner)*

* 1. Treasurer: The Treasurer shall maintain or cause to be maintained adequate and correct accounts of the business transactions of MSMPW. The Treasurer shall be included as a signatory on all MSMPW bank accounts. The Treasurer shall promptly deposit all moneys and other valuables in the name of and to the credit of MSMPW as directed by the Board of Directors. He shall report the financial status of the Association 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)*

* 1. Secretary: Shall be responsible for the recording of the activities of the League and board of directors. He shall maintain all lists of directors, coordinators, managers, and committee members and mailing lists. He shall give notice of all meetings and is responsible for maintaining all meeting record minutes. He shall be responsible for carrying out all orders, votes, and resolutions and notify members of nominations, elections, and appointments. *(Related Documents: Job Description, Secretary)*
	2. Head of Development and Fundraising: The Head of Development shall be responsible for working with the Association President in all fundraising activities. He shall oversee all grant requests, letters of proposals, or any such letter that is soliciting sponsorship in MSMPW. The Head of Development will be the gambling officer for the MSMPW as required by Washington state law.

## Article 6 Attendance

* 1. All Association members shall attend all regularly scheduled and special meetings. An Association President may appoint a representative to replace him at a meeting, with the approval of the Corporate Commissioner.
	2. Any Association 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 4.15.5)

## Article 7

## Tribunal Authority

7.1 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 Association 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 Mt. Spokane-Mead Pop Warner Association by-laws shall be considered superior to those of any other when relating to Tribunals.

## Article 8 Amendments

* 1. It is the intention of the association that it be and remain qualified under Section 501(c)(3) of the Internal Revenue Code. Any amendment to these bylaws shall be effective only to the extent that is consistent with such qualification.
	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.
	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 8.1.
	4. Approved amendments shall be formally incorporated into the bylaws 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 9 Indemnification

* 1. To the fullest extent permitted by law, the association 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 association or otherwise). This indemnification shall indemnify any above-stated person by reason of the fact that he is, or was, serving as a director or officer director of the association 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 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 association has the lawful power to indemnify.
	2. The indemnification provided by Section 9.1 shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

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