

**Port Orange Youth Football Association (POYFA), Inc.
(Not for Profit Corporation)**

By-Laws

ARTICLE ONE – NAME

The name of the corporation is Port Orange Youth Football Association, Inc., hereafter referred to as “POYFA”. The organization may be referred to by its fictitious name, The Port Orange Hawks as registered with the Florida Department of State on January 21, 1993.

ARTICLE TWO – OFFICES

The principle office of the corporation in the State of Florida shall be located in Volusia County, Florida. The corporation may have such other offices, either within or out of the State of Florida as the Board of Directors may designate or as the business of the corporation may require from time to time. The Board of Directors may be known as the Board of Trustees and shall be deemed the same body for all purposes and where used herein, the terms are interchangeable.

The corporation shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by S617.0501, Florida Statutes, and such other agents and offices as may be required from time to time under the laws of the State of Florida. The registered office may be, but need not be, the same as its place of business in the State of Florida, and the registered office or registered agent, or both, may be changed upon filing documents required by the Department of State, so long as such change was authorized by resolution duly adopted by the Board of Directors or by an officer of the corporation so authorized by the Board of Directors, or by indicating such change on the annual report filed with the Department of State pursuant to S617.1622, Florida Statutes.

ARTICLE THREE – MEMBERS

Section 1: Classes of Members: The Corporation shall have two classes of members; family member and associate member.

Section 2: Election and Qualification of Members: All persons elected as officers and Directors shall be members of the corporation. Such officers and Directors retain their status as members only so long as they should serve in their capacity as officers. Other persons may be elected by the Board of Directors to serve as additional members. The qualification of members is residence in Volusia County, Florida, and at least eighteen (18) years of age. At all times, there must be at least three (3)

but not more than 500 members of the corporation. A member of the corporation is defined as each family having one or more children registered in POYFA or an associate member that has paid the required fees.

Section 3: Voting Rights: Each current board member shall be entitled to one (1) vote one each

Section 4: Termination of Membership: The Board of Directors, by affirmative vote of two thirds (2/3) of all the Directors, may suspend or expel a member for cause (cause being defined as any violation of Article 16, Code of Conduct or is representation of POYFA), after an appropriate hearing, and may, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues, if any, for the period fixed in Article 12 of the By-Laws.

Section 5: Resignation: Any member may resign by filing a verbal or written resignation with the Secretary or President, but such resignation shall not relieve the member so resigning of the obligation to pay fees, if any, assessments or other charges accrued and unpaid.

Section 6: Reinstatement: Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of two-thirds of all members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7: Transfer of Membership: Membership in the corporation is not transferable or assignable.

ARTICLE FOUR – MEETINGS OF MEMBERS

Section 1: Annual Membership Meeting: The annual meeting of the Port Orange Youth Football Association, in compliance with Florida law, shall be held during July or August of each year. The date, time and place shall be fixed by the Board of Directors and notice thereof mailed or sent by electronic mail each member at least ten (10) days before the date set for the annual meeting.

Section 2: POYFA Special Meetings: Special meetings of the Port Orange Youth Football Association may be called by the President at any time, or upon petition in signed writing by any twenty (20) members in good standing. Notice of Special Meetings shall be given to POYFA members three (3) days in advance either by mail, facsimile, electronic mail or telephone.

Section 3: Regular Board Meetings: Regular meetings of the Board of Directors shall be held monthly, at the time and place designated by the President upon three (3) days notice by mail, electronic mail or facsimile.

Section 4: Special Board Meetings: Special Meetings of the Board of Directors may be held upon three (3) days notice to Board Members thereof by mail, facsimile, electronic mail or telephone. These meetings may be called at the discretion of the President and/or upon written application of three (3) Board members to the President designating the purpose for which the Special Meeting is to be called.

Section 5: Emergency Meetings: Where or when exigent circumstances exists, the President of the Board of Directors may call an Emergency Directors Meeting without prior notice. However, the POYFA shall make reasonable efforts to locate and notify each of the members of the Board of Directors of the meeting prior to the meeting.

Section 6: Notice of Adjourned Meetings: When a meeting is adjourned to another place or time, it shall not be necessary to give any notice of the adjourned meeting if the place and time to which the meeting is adjourned is announced at the meeting at which the adjournment is taken. If, however, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with Section 4 above to each member of record on the new record date entitled to vote at such meeting.

Section 7: Committee Meetings: Committee meetings may be called at any time by the President or a Chairperson of the related committee.

Section 8: Quorums: At any duly called general or special meeting of POYFA, five percent (5%) of the membership shall constitute a quorum. At any general or special meeting of the Board of Directors, fifty percent (50%) plus one (1) of the duly elected Directors shall constitute a quorum of the Board of Directors. At any general or special meeting of the Executive Committee of the Board of Directors, fifty percent (50%) plus one (1) of the members of the Executive Committee shall constitute a quorum. At any committee meetings, a majority of the members of the related committee shall constitute a quorum.

Section 9: Waiver of Notice: Whenever any notice is required to be given to any member under the provisions of these by-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any Regular or Special meeting of the members need be specified in any written notice or waiver.

ARTICLE FIVE – BOARD OF DIRECTORS

Section 1: POYFA Management: The government and policy-making responsibilities of POYFA shall be vested in the Board of Directors, which shall control the POYFA's property, be responsible for its finances, and direct its affairs. The Board of Directors must include, but shall not be limited to: the President, Vice President, Football Commissioner, Cheer Coordinator, Secretary and Treasurer.

Section 2: General Powers: All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors, which may also be known as the "Board of Trustees".

Section 3: Executive Board of Directors: An Executive Board comprised of members of the Board shall serve as an agenda committee, and it shall have the sole responsibility for holding a meeting prior to a meeting of the entire Board of Directors to set an agenda, make recommendations, and bring issues to the attention of the Board of Directors at the upcoming meeting of the full Board of

Directors. This Executive Board shall consist of the President, Vice President, Football Commissioner, Cheer Coordinator, Secretary, Treasurer and one additional Board member (appointed by the Board President). The President may from time to time appoint other special advisors including, but not limited to, legal counsel.

Section 4: Tenure and Qualifications:

- a) No member may be seated as a Director unless membership dues have been paid in full by that member.
- b) The Board of Directors shall consist of not less than nine (9) members, but no more than fifteen (15) members.
- c) At least four (4) Board members shall be elected annually to serve three (3) year terms.
- d) Where vacancies occur, the President, with the approval of the Board of Directors, shall appoint replacements for the un-expired portion of the term of the Director vacated (the "Replacement Term"). In the event that an appointed Director serves more than fifty percent (50%) of the Replacement Term, that Replacement Term shall constitute one (1) of the two (2) elected terms as provided above in this Section 3.
- e) Any member of POYFA who has had disciplinary action taken against them by the Board of Directors in the previous twelve months will be disqualified for running for a Board of Director's position within that twelve month period.

Section 5: Duties and Terms of Office: Terms of office for all Board of Directors shall be as stated below beginning with the 1993 Calendar year.

- a) The Board of Directors will not have husband/wife combinations.
- b) The terms of office shall be for three (3) years and referred to as seats on the Board of Directors.
- c) The Board of Directors is the governing body of the overall Association and the Corporate Officers are the administrators of the Association and carry out the directives of the Board of Directors.
- d. The Corporate Officers term of office should not exceed one (1) year, although Incumbents may continue to run for office.
- e. Qualifications for each office should be established:
 - 1. Board of Directors: participation in activities of the Board for a specified period of time, i.e. fund raising activities, to demonstrate commitment and dedication to the activities of POYFA.
 - 2. Corporate Officers: must have served at least one (1) year on the POYFA Board of Directors, demonstrate commitment and dedication to the activities of POYFA through a history of volunteer work within POYFA. Members of the Board of Directors who become Officers must relinquish their seat on the Board.
 - 3. Board members must have a participant in the cheer or football program.

Section 6: Nominating Procedures: The Vice President will be responsible for collecting board applications. Each person interested in serving as a member of the board, must complete an application. They must be referred by a current board member. Applications must be received by the Vice President before the October monthly board meeting.

Section 7: Election of Directors: There shall be one vote for each board member. The nominees receiving the most votes to fill the number of vacancies occurring shall be declared elected. When tie balloting causes the number of nominees to exceed the number of vacancies, the President shall instruct the Vice President to draw by chance the winning name or names from the tied nominees to fill the number of vacancies. Each elected new board member must be voted in by the current board.

Section 8: Vacancies: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining Directors, through less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9: Installation: Newly elected Board members shall be duly installed at the first Board of Directors meeting of the new year and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the calendar year.

Section 10: Indemnification of Officers, Directors and Employees Against Liability: The POYFA shall indemnify any person who was or is a party, or is threatened to be made a party, to any ~~threatened~~, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by, or in the right of, the POYFA and against such director, officer, employee or agent), by reason of the fact that the person is or was a director, officer, employee, or agent of the POYFA or is or was serving at the request of the POYFA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability incurred in the action, suit or proceeding, including any appeal thereof, **only if** the person acted in good faith and in a manner reasonably believed to be in, or not opposed

to, the best interests of the POYFA and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the POYFA or, with respect to any criminal action or proceeding, had reasonable cause to believe that conduct was unlawful.

Section 11: Indemnification of Officers, Directors, Employees and Agents Against Expenses

and Amounts Paid in Settlement: The POYFA shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, proceeding or suit by or in the right of the POYFA to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the POYFA, or is or was serving at the request of the POYFA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including reasonable attorneys' fees) actually and reasonably incurred and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion. Such indemnification shall be authorized **only if** the person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the corporation. However, no indemnification shall be made with respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for those expenses that the court deems proper.

Section 12: Authorization: Any indemnification under Section 10 or 11, unless pursuant to a determination by a court, shall be made by the POYFA only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because the applicable standard of conduct set forth in Section 10 or 11 has been observed. Such determination shall be made: (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding; (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding; or (c) by independent legal counsel selected by the Board of Directors prescribed in (a) and (b) above, or if a quorum of the Directors cannot be obtained for paragraph (a) or the committee cannot be designated under paragraph (b), selected by majority vote of the full Board of Directors (in which directors who are parties may participate).

Section 13: Intent: The POYFA has adopted Section 10, Section 11 and Section 12 in an effort to provide indemnification of its officers, directors and employees as set forth in Chapter 607, only as applicable under Chapter 617, Florida Statutes, as may be amended from time to time. In the event that construction or interpretation of these By Laws is required by a court of competent jurisdiction, Section 10, Section 11 and Section 12 shall be deemed to provide the maximum indemnification to its officers, directors and employees allowed by Chapter 617, Florida Statutes, as amended from

time to time. Where a conflict between Chapter 617, Florida Statutes, and these By-Laws exist, the statutes shall prevail. In the event that a court determines that any provision, or part of a provision, contained within Sections 10 through 13 is illegal or unenforceable, such provision, or part of a provision, will be stricken and replaced by a legal, enforceable provision as closely as possible mirroring the intent of the original provision, as reflected in these By-Laws.

Section 14: Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 15: Removal of Directors by the Membership: At a meeting of the members of the corporation called expressly for that purpose, Directors may be removed in the manner provided in this section. Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the majority of members of the corporation then entitled to vote at an election of Directors.

Section 16: Removal of Directors by the Board of Directors: The Board of Directors may remove any Director for cause by a two-thirds (2/3) vote of members present at any meeting addressing this issue. Cause for dismissal will be for:

- a) Any violation of Article 16, Code of Conduct.
- b) Missing three scheduled regular meetings special meetings or workshop meetings of the Board of Directors, within the preceding twelve (12) month period, without valid reason, may be construed as a resignation. (All Directors will notify another Director by phone, verbal communication, in writing of any meeting being missed and provide rationale for same). The President has the power, but not the duty, to excuse absences of Board members.
- c) Failure to actively participate in league functions and assignments.
- d) Failure to participate in operation of league business.
- e) Failure to act upon or provide status of actions within deadline set forth, when assigned as a committee member.
- f) Misappropriation of POYFA funds or property.
- g) Conducting themselves in a manner that brings disgrace or ridicule to the league.

Any member of the Board of Directors may make a recommendation for dismissal providing that just cause is provided. Any member that should be advised of an impending dismissal action against him will be provided an opportunity to address the Board to show cause as to why such action is founded or unfounded.

Section 17: Resignation: A Director may resign at any time orally or by written instrument delivered to the other Directors then serving, also see section 10.

ARTICLE SIX – OFFICERS

Section 1: Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 2: Determination of Officers: At the November or December meeting, the Directors for the coming term shall elect from among themselves President, Vice President, Secretary, and Treasurer. All officers shall serve for a one (1) year term. Any person nominated for the office of President-Elect must have served at least two (2) years as a member of the Board Directors for POYFA. The Directors shall vote by written ballot. The Director receiving the largest number of votes shall be considered elected to the office for which nominated. The President shall appoint the Secretary and two (2) Board members to audit and tabulate the votes. The elected officers shall be installed at the first Board of Directors meeting of the new year and shall be participating members thereafter.

Section 3: President: The President shall serve as the chief elected officer of the POYFA and shall preside at all meetings of the Membership, Board of Directors and Executive Board. The President shall perform all duties incident to the office. The President shall, with the advice and counsel of the Executive Director, assign vice presidents to divisional or departmental responsibility. The President shall, with the advice and counsel of vice president, determine all committees, select all committee chairpersons and serve as an ex-officio member of all committees.

Section 4: Vice President: The duties of the Vice President shall include but not be limited to getting nominees for the Board of Directors, ensure insurance cover is update and distributed to all appropriate entity and any other assignments by the President and the Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time shall be assigned to him by the President or by the Board of Directors.

Section 5: Commissioner: The President shall serve as commissioner, except when, at the discretion of the President, he/she appoints a Commissioner. The Commissioner is required to be a member of the Board of Directors. The commissioner will responsible for representing the interests of the corporation at all East Coast Conference Pop Warner meetings as required by East Coast Conference. The Commissioner, and President as alternate, will be responsible for providing all league updates and rule changes to the Board, as necessary. The Commissioner, and President as alternate, will be available during all scheduled league games to ensure that all rules and regulations of the conference are adhered to. During any meeting, league play, or dispute, the Commissioner will have final say in any matters discussed. The Commissioner, with the approval of the President, may appoint Deputy Commissioners to ensure complete representation at all scheduled league games.

Section 6: Cheer Coordinator: The Cheer Coordinator will be responsible for providing all league updates and rule changes to the Board of Directors, as necessary. The Cheer

Coordinator will be available during all scheduled league games to ensure that all rules and regulations of the conference are adhered to. The Cheer Coordinator will establish grievance procedures and assign members to the grievance committee as authorized by Board of Directors. The Cheer Coordinator shall further establish a coaching evaluation plan for monitoring the progress of all coaches and their staffs during the regular season and a process for providing coaching with their end of season evaluation.

Section 7: Treasurer: The Treasurer shall be responsible for the safe-guarding of all funds received by the POYFA, and for the proper disbursement of POYFA funds. The funds shall be kept on deposit in reputable financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President, or, in the absence of either or both, by any two officers. The Treasurer shall cause a monthly financial report prepared under generally accepted accounting standards to be made to the Board.

Section 8: Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or Board of Directors.

ARTICLE SEVEN – COMMITTEES

Section 1: Appointments: The President shall appoint all committees and committee chairpersons and may appoint those ad hoc committees and their chairpersons as he/she deems necessary to carry out the mission of the POYFA. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors. The President shall be an ex-officio member of all committees and divisions. All committee and division organizations will be subject to and governed by these By Laws. It shall be the function of committees to make investigations, conduct studies, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors. Each committee chairperson shall prepare a written report on the progress of his or her committee to be given to the designated Vice President for presentation to the regular monthly meeting of the Board of Directors.

Section 2: Chairperson: One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof. The chairperson will be responsible monthly for providing all status and reports either in person or in writing to the Board of Directors.

Section 3: Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4: Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5: Rules: Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

Section 6: Designation and Authority: Neither the designation of any such committee, the delegation thereto of authority, nor action by such committee pursuant to such authority shall alone constitute compliance by any member of the committee in question, with his responsibility to act in good faith, in a manner he/she reasonably believes to be in the best interest of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE EIGHT – CONDUCT OF MEETINGS

Section 1: Parliamentary Authority: The proceedings of the POYFA meetings shall be governed by and conducted according to the latest edition of Roberts Rules of Order Revised, provided such rules are not inconsistent with the By Laws of the POYFA.

ARTICLE NINE – CONTRACTS, CHECKS, CHECK REQUESTS, DEPOSITS AND GIFTS

Section 1: Funds: All money paid to the POYFA shall be placed in a general operating fund.

Section 2: Fiscal Year: The fiscal year of the POYFA shall be the calendar year and shall close on December 31st of each year.

Section 3: Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officer so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 4: Budget: The President and the Budget Committee shall prepare the budget for the coming year and submit it no later than the regular March meeting of the Board of Directors for approval.

Section 5: Disbursements: Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check. Two signatures are required on each check. No obligation or expense shall be incurred by the POYFA, and no monies shall be appropriated or expended, without the approval of the Board of Directors. The President shall have authority to make expenditures already approved in the annual budget or by other action of the Board of Directors, as well as those de minimis expenditures necessary or incidental to approved expenditures.

Section 6: Check Requests: All check requests shall require two signatures (one officer and one director). Check requests shall be submitted to the Treasurer with all pertinent information necessary to assure the Treasurer of complete accuracy and purpose to request a check to be issued.

Section 7: Deposits: All funds of the corporation shall be deposited at once to the credit of the corporation in such bank, trust companies, or other depositories as the Board of Directors may select.

Section 8: Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

Section 9: Annual Report: The financial records and accounts of the POYFA shall be compiled annually subsequent to the close of the fiscal year. Each year the Board of Directors shall appoint either an independent accountant, or a qualified non-independent accountant, to analyze the POYFA's financial records and to issue a compilation report thereon. The compilation report shall be made available to members for examination. The Board of Directors shall submit to the membership a report of the year's work, which includes a report on the financial condition of the POYFA. The report shall be available to members for examination within the office of the POYFA.

ARTICLE TEN – DISSOLUTION

Section 1: Funds: The POYFA shall use its funds only to accomplish the objectives and purposes specified in these By Laws, and no part of its funds shall inure, or be distributed, to the members of the POYFA. On dissolution of the POYFA, any funds then remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations (as defined by Internal Revenue Code Section 501(c)) to be selected by the Board of Directors.

ARTICLE ELEVEN – SCHOLARSHIPS

Section 1: Purpose and Goals: The Port Orange Youth Football Association was formed to provide young men and women with the opportunity to participate in sports, especially football and cheerleading. The goals of POYFA include, but are not limited to, learning the basics of football, cheerleading activities, good sportsmanship, and education. The purpose of this article is to establish a scholarship for a deserving boys and girls who have participated in Port Orange Youth Football Association youth sports.

Section 2: Responsibility: The Executive Vice President of POYFA is tasked with the responsibility of insuring that the spirit and intent of this article are carried out. To-wit, he/she will insure that the proper notices are distributed to the local High Schools in January of each year. Current applications will be available on POYFA's current website. (Annex A) He/she shall also be the Selection Committee chairperson. The President shall be mailed all applications at the then current POYFA mail address. He/she shall purge all reference to actual names of candidates or other identifying data and make those applications available to the Port Orange Youth Football Association Selection committee in the April- Regular meeting.

Section 3: McNamara Scholarship Selection Criteria: There shall be no more than five scholarships awarded each year to youth who have participated in the Port Orange Youth Football Association youth sports. The following criteria must be met to be eligible for this award.

1. Senior in local high school.
2. GPA 2.5 or greater throughout high school.
3. Participated 3 years or greater in POYFA youth sports as a football player or cheerleader.
4. Be accepted by an accredited college, university or Vo- Tech school.
5. Obtain two letters of reference from counselor, teacher, principal, pastor or rabbi, or other upstanding member of the community.
6. Involved, on a volunteer basis, with POYFA for at least one season (Minimum 50 hours). The volunteer basis could be as assisting a Head Coach, help in concession stands, cleaning up the fields etc. Verification required.
7. Complete necessary forms (to be made available by February 24 of each year) and return to the President of Port Orange Youth Football Association.
8. Requests for scholarships will be made through application and essay. The essay will consist of 500 words or less and should be entitled "What the POYFA has meant to me".
9. The deadline for application is April 15 of each year.
10. The scholarship is a onetime scholarship for each participant until such time that Board of Directors deems approval for repeat applications.
11. The scholarship must be used during the calendar year it was received.
12. Must be a member in good standing.

Section 4: Selection Committee: Each member of the Board of Directors will have voting privileges in the selection process for scholarships with the exception of the President. In the event of a tie, the committee shall re-vote. If a tie remains, the committee may elect to award an additional scholarship; otherwise a re-vote will be necessary. The members must be approved by and voted on by the Board of Directors. Selection committee members must have served in the capacity of a committee member or chairperson for at least one year prior to being eligible and have at least two years of term remaining to assure continuity. The committee member will serve a two term. The President shall inform the successful candidates and shall make the presentation at the high school's annual awards ceremony.

Section 5: Award: The President of Port Orange Youth Football Association or his designated representative shall inform the successful candidates and shall make the presentation at the school's annual awards ceremony. The award shall be in the amount of \$500.00 to each candidate

Section 6: Scholarship Funding: The Selection committee shall be responsible for raising an amount of funds equal to the amount budgeted to be disbursed for that year, therefore maintaining the initial endowment of \$5,000.00 at all times.

ARTICLE TWELVE – BOOKS AND RECORDS

This corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE THIRTEEN – FEES

Section 1: Associate Member Fees: The Board of Directors may determine from time to time the amount of associate member fees, payable to POYFA by members of this class.

Section 2: Payment of Associate Member Fees: Fees shall be payable no later than July 15 in each fiscal year.

Section 3: Registration and Family Membership Fees: The Board of Directors will determine the amount of these fees in the January-Regular meeting each year, payable to POYFA by members of this class.

Section 4: Payment of Registration and Family Membership Fees: These fees shall be payable no later than July 15 in each fiscal year. No equipment will be issued until full payment and all paperwork is received.

Section 5: Default and Termination of Membership: When any member of any class shall be in default in the payment of fees or a period of four months from the beginning of the fiscal year or period for which such dues became payable, or in default of payment of registration fees by August 30 of the fiscal year, their membership may there upon be terminated by the Board of Directors in the manner provided in Article 3 section 4 of these By-Laws.

Section 6: Registration Waivers: The ZACH BELZ MEMORIAL SCHOLARSHIP

These waivers shall be awarded to football players and cheerleaders who do not have the financial ability to pay the required fees for membership and will be considered under the following criteria to be eligible:

Recipients must reside in the Spruce Creek or Atlantic High School zoned districts. Parents must submit a request in writing to the Football or Cheer Coordinator (through the appropriate coach) giving valid reason for their request to waive the registration fee. (Proof of residency should accompany this letter). This letter should also include their commitment to serve in an active volunteer (10 hours) capacity as directed by the Volunteer Coordinator and a signed current POYFA Waiver Acceptance Form.

The deadline for receipt of this request is (July 15th) of the year in which they are requesting a waiver. In the event that fund raising monies are collected as part of the required fees, the child (parent) will be responsible for those monies, regardless of waiver of registration. The Board of Directors have established a limit of six (6) tackle football recipients, and six (6) cheerleader recipients (not necessarily one per team). The Football and/or Cheer Coordinator will forward

requests to the coordinator of the registration waiver program no later than August 1st for presentation to the Board of Directors. At the August Regular meeting of the Board of Directors the coordinator will present the requests along with his/her recommendation for recipients. The Board of Directors will approve the registration waivers in accordance with the limitations set forth herein. The recipients will be notified by the coordinator of the registration waiver program. At this time, the coordinator will confirm that the waiver is awarded based solely on their commitment to serve in an active volunteer capacity(10 hours), and that failure to follow through with that commitment will result in their child inability to play in the next scheduled game and exempt them from consideration of waiver in the future. Applicants who do not receive waivers will be notified by the appropriate coach so that a decision can be made whether the parent wishes to make arrangements to pay the registration or choose to have the child dropped from the roster.

Section 7: Refunds: There will be no refunds after August 30 of the fiscal year. One hundred percent refunds without reason are allowed before that date, less any published nonrefundable registration fee. Any other refunds must be approved by the Board of Directors.

ARTICLE FOURTEEN – CORPORATION SEAL

The Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, state of incorporation, year of incorporation, and the words "corporate seal".

ARTICLE FIFTEEN – REGISTRATION

Section 1: Time of Registration: The Board of Directors will establish on an annual basis the date and time that POYFA will conduct registration of members.

Section 2: Registration Process: The Board of Directors will appoint a person in charge of registration on an annual basis. Once all positions on teams are filled, any additional sign-ups will be placed on a waiting list and added to rosters as positions become available.

Section 3: Player Requirement: 5 year old players will only be considered if the tiny mite roster cannot be filled with 6 and 7 year old players.

Section 4: Weight Requirement 1: If a player elects to registry for a squad and does not meet the weight requirement for that particular squad by the first game, he will not be moved to another squad and will forfeit the right to play that current season.

Section 5: Weight Requirement 2: If a player elects to registry for a squad and does not meet the weight requirement for that particular squad by the jamboree, the commissioner has the authority to move the player to another squad, if there is room on the squad.

Section 6: Prior Preference: All current members in good standing from the previous year shall have preference over any new members in placement on a team roster.

ARTICLE SIXTEEN – CODE OF CONDUCT

Section 1: Code of Conduct: All Board of Directors, officers, staff members, and any person that is connected with POYFA will read, sign, abide by, and enforce the Coaches Code of Conduct, Article 16 section 2.

Section 2: MEMBERS AND COACHES CODE OF CONDUCT:

1. Not threaten or criticize coaches or Board members in front of spectators, but reserve constructive criticism for later in private
2. Not smoke and/or use smokeless tobacco on the field.
3. Not criticize players/cheerleaders in front of spectators, but reserve constructive criticism for later, in private, or in the presence of team/squad members if others might benefit.
4. Accept decisions of the game officials and judges on the field and in competitions as being fair and called to the best ability of said officials.
5. Not criticize an opposing team, its players, coaches, cheerleaders or fans by word of mouth or by gesture.
6. Emphasize that good athletes strive to be good students and that both are physically and mentally alert.
7. Strive to make every football/cheerleading activity serve as a training ground for life, and a basis for good mental and physical health.
8. Emphasize that winning is the result of good "teamwork."
9. Not engage in excessive sideline coaching and shall not leave the bench area to shout instructions from the sidelines.
10. Together with team officials, be jointly responsible for the conduct and control of team fans and spectators. Any fan who becomes a nuisance and out of control will be asked to leave.
11. Not use abusive and profane language at any time.
12. Not "pile on;" not encouraging their team to get a commanding lead and raise the score as high as it can. In these instances, every effort shall be made to let all players play.
13. Not receive any payment, in cash or kind, for services as a coach in Pop Warner Football and Cheerleading.
14. Not permit or encourage "sweating down" tactics in order for a player to make the team weight.
15. Not permit an ineligible player to participate in a game.
16. Not deliberately incite unsportsmanlike conduct.
17. Abstain from the possession and drinking of alcoholic beverages and the possession or use of any illegal substance on both the game and practice fields.
18. Remove from a game or practice any participant when even slightly in doubt about his/her

health, whether or not as a result of injury, until competent medical advice is available.

19. Control their fans. Remember, as a team coach, you're responsible for your team, and fan reaction will usually be in step with your reaction.

20. Uphold all rules and regulations, National and local, regarding Pop Warner Football.

21. Not post negatively about any coach, board member or POYFA member on any social media outlet.

22. Any coach or board member who participates in any activity deemed detrimental to the POYFA organization, determined by a 2/3 vote of the board, shall be subject to a 2 year probationary period, where they will be unable to act as a coach or board member in any capacity for all seasons.

Section 3: Players Code of Conduct:

1. Show respect to coaches, adults and teammates at all times.

2. Not use abusive or profane language at any time.

3. During sanctioned practices, games and team functions conduct one's self within appropriate standard of behavior as you are representing POYFA.

All coaches, head coaches, assistant coaches or junior coaches and players must sign the Code of Conduct and the players' rules. With the understanding that, if a violation of any and all rules is found, the Board of Directors will administer disciplinary action, up to and including dismissal.

Any Coach that should be advised of an impending dismissal action against them will be provided an opportunity to address the Board to show cause as to why such action is founded or unfounded. The Coaches Code of Conduct has been copied and amended from the Official Pop Warner Rule Book.

ARTICLE SEVENTEEN – AMENDMENT TO BY-LAWS

Section 1: Amendments: These By Laws may be amended or altered by a two-thirds (2/3) vote of those in attendance at any regular or special Board meeting, provided the notice of the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Section 2: Enactment: These By-Laws shall become effective following adoption by a two-thirds (2/3) vote of the Board of Directors duly called for the purpose of approving the By Laws, and when adopted shall repeal and supersede all previous inconsistent By Laws.

These By-Laws may be altered, repealed, or amended, and new By-Laws adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten day's written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting. The board will follow Roberts Rules of order regarding amendment submittals and change requests.

ARTICLE EIGHTEEN – SELECTION OF COACHES

At the regular December Board meeting, the commissioner shall collect coach applications, head an assistant coaches, to present to the board. The Commissioner shall serve as Chairperson of the committee. The voting members of the board shall be non coach members.

Section 1: Head Coach: Applications for head coaching positions shall be submitted by January 1. The “Coaches Nominating Committee” shall meet, review, and interview applicants (if applicable), and make its recommendation of coaches before the regular board meeting in February. At the February board meeting, the committee shall present its coaching nominations to the Board of Directors; at that time, duly elected head coaches shall be those chosen by majority vote by the Board of Directors.

Section 2: Knowledge: Applicants must be able to demonstrate to the “Coaches Nominating Committee” a firm understanding of football and/or cheerleading and agree with the goals of Pop Warner Football as set by the National Pop Warner Little Scholars. Applicants must understand game strategy (both offense and defense) and have strong organizational skills. Applicants should be able to delegate responsibilities and understand the importance of conflict resolution.

Section 3: Assistant Coaches: Assistant coaches will be appointed by the head coaches and can be released by same, except where the head coach requests the Executive Board to review what action is to be taken by verbal or written notice.

Section 4: Requirements: Coaches are expected to help each participating athlete achieve a level of skill that is individually age appropriate. They should have an appreciation for the values of discipline and sportsmanship. They should teach teamwork and increase levels of self-esteem in each participating athlete. All coaches are expected to be positive role models for participating athletes. Coaches should encourage all participants to excel scholastically. Minimum requirements for coaches are as follows:

1. Football – must be at least 21 years old
2. Cheer – must be at least 18 years old
3. Attend required Pop Warner coaching clinics and certification
4. Must pass background check
5. High School or College experience as a participant (helpful)

Section 5: Terms of Coaches: All coaches will be appointed for one season, starting March 1 and continuing until a replacement is named, or until the coach provides written notice of intent not to
Section 1. Board of Directors will approve the Football and Cheer Coordinator's coach appointees. All Head Coach Applicants will be reviewed by the President, Commissioner and Football Director/Cheer Coordinator prior to approval by the Board of Directors.

Section 6: Coaches shall be appointed no later than February 28th of any given year for the following season.

1. All Football Head Coaches must have previous Pop Warner, High School, College coaching or Player experience that can be verified by the football director.

2. Served as an *assistant coach in Pop Warner or related competitive youth football program or played high school football. *Assistant must have been in a key position as offensive, defensive or special teams' coordinator.

All applicants must be able to demonstrate to the football director a firm understanding and agree with the goals of Pop Warner football as set by the National Pop Warner Little Scholars. Understand game strategy both offense and defense, have strong organizational skills, be able to delegate responsibility, and understand the importance of conflict resolution.

Section 7: Head Cheer Coaches All applicants must meet the following criteria:

1. Must be at least 21 years old
2. Attend required Pop Warner coaching clinics and certification
3. Must pass background check
4. Prior experience coaching cheerleading or other youth sports
5. High school or college cheer experience as a participant is helpful

Assistant Cheer Coaches must meet the following criteria:

1. Must be at least 18 years old
2. Attend required Pop Warner coaching clinics and certification
3. Must pass background check
4. Prior experience coaching cheerleading or other youth sports
5. High school or college cheer experience as a participant is helpful

ARTICLE NINETEEN – GAME DAY UNIFORM POLICY

Section 1: Football Players: All Equipment will meet NFHS, National and Regional Pop Warner standards, jersey; pants will be chosen the equipment manager and football director for approval by the POYFA Board.

Section 2: Cheerleaders:

1. Squad Uniforms will be assigned by the Cheer Coordinator; although all efforts will be made to dress each squad the same, temporary uniform assignments may be made.
2. Bloomers and cheer shoes will be purchased by the participants at the direction of the cheerleading director.
3. Turtlenecks or body suits will be worn for competition.
4. Socks and hair accessories will be chosen by each head coach and approved by the cheerleading director.

Section 3: Uniforms: All uniform policies are determined by the POYFA Board of Directors. Any changes **MUST** have their prior approval.

ARTICLE TWENTY – AWARDS POLICY

Section 1: Awards to Football Players:

1. First place in Division at South East Regionals will receive a trophy.
2. The winner at Bowl games will receive a T-shirt.
3. Teams that place in State or National Competition will receive a trophy with the prizes based on placement.

Section 2: Awards to Cheerleaders:

1. First or Second place at South East Regionals will receive a trophy.
2. Third, Fourth, or Fifth (second round) places at South East Regionals will receive T-shirts.
3. Squads that place in Sunshine Classic will receive a Trophy.
4. Squads that place at State or National level will receive a trophy with the sizes based on placement.
5. Cheerleaders that attend football play-offs will receive a T-Shirt if the team wins.

ARTICLE TWENTY-ONE – INJURY/ACCIDENT REPORTING POLICY

Section 1: Procedure.

1. Any injury to a participant of POYFA will be reported on the attached Injury/Accident Report form.
2. Any Coach, Officer, Director, or Agent of POYFA will, upon witnessing or discovering an injury or accident, complete to the best of his/her ability the Injury/Accident Report Form.
3. The form will be signed by the person completing the form, the Director (either Football or Cheerleading), and submitted to the League Commissioner for review and filing with the POYFA Insurance Coordinator's permanent files.
4. Any insurance forms filed on behalf of the injured party will be filed with the Injury/Accident Report Form relating to said injury.
5. No insurance form will be given out unless an Injury/Accident Report Form is on file in the Insurance Coordinators Office.

ARTICLE TWENTY-TWO – GENERAL

Section 1: Limitation of Authority: No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the POYFA until it has been previously approved or subsequently ratified by affirmative action of the Board of Directors.

Section 2: Limitation of Methods: The POYFA shall be not-for-profit, non-partisan, and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for political office in any city, county, state or nation.

Section 3: Saturday – Sunday – Holiday: If any date specified in these By Laws falls on Saturday, Sunday or a legal holiday, then any act or action required to be taken on that date shall be so taken on the next day that is not a Saturday, Sunday or legal holiday.

Section 4: Insurance: The Corporation shall secure and maintain in full force adequate insurance to indemnify the officers, directors, employees and agents under those circumstances and situations set forth in Article 5, Section 10, Section 11 and Section 12, in which the POYFA is required to provide indemnification. Face value of the policy shall be \$1,000,000.00 for each claim and \$1,000,000.00 aggregate for each policy year.

Section 5: Appeals: Decisions made by the President, Football Commissioner or Cheer Commissioner can be appealed to the Executive Board or the Appeals Committee.

Section 6: National Amendments: All approved amendments or mandates initiated by National Pop Warner that have an impact at the local level will be added to the local bylaws without requiring a vote of Board of Directors. All changes will be dispersed to the Board of Directors for information purposes only.

Section 7: Appointments: The president may nominate one individual from the community to serve as a voting member of the Board of Directors from January 1-December 31st. This nomination must be approved by 2/3 vote of the Board of Directors.