

**NORFOLK / MEDFIELD /MILLIS**

**POP WARNER FOOTBALL. INC.**

**BY-LAWS AND POLICIES**

*(Adopted 10/18/90)*

*(Revised 01/12/97)*

*(Revised 10/07/04)*

*(Revised 12/6/07)*

NORFOLK/MEDFIELD/MILLIS POP WARNER FOOTBALL, INC.

BY-LAWS

(Adopted 10/18/90)

Article 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

1.1 Name and Purposes. The name of the corporation shall be Norfolk-Medfield-Millis Pop Warner Football, Incorporated. The purposes of the corporation shall be as set forth in the articles of organization.

1.2 Location. The principal location of this corporation shall be located in the Commonwealth of Massachusetts.

1.3 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on the last day of December in each year.

Article 2. CORPORATE POWERS

The board of directors shall have control and management of the affairs of the corporation, except those reserved by these by-laws, articles of organization, under the

General Laws of Massachusetts, HLA and/or other National directives. Without limiting the generality of the foregoing, they shall have the authority to: engage outside contractors and/or services; adopt, amend, modify, and revoke policies for the government and administrative functions of the corporation; set fees; approve budgets and expenditures; and except as otherwise specifically provided herein, to do everything necessary in the conduct of business of the corporation and in accordance with these by-laws.

### Article 3. Officers & Directors

1.1 Number. The board of directors shall consist of twenty-five, (25) members: four of whom shall be officers. (Revised: 12/06/07). All members of the board of directors shall have one vote each.

Holding any other capacity or position within this corporation shall not preclude a person(s) from being eligible to hold office in this corporation. However it is understood if said individual is also elected to other than a director's post on the Hockomock League, Inc. Board, said individual cannot be involved in any Hockomock League Board decisions that involve this corporation.  
(Revised: 01/12/97)

#### 1.2 Election and Tenure.

a. Officers. The officers of the corporation shall be a president, vice president, secretary, and treasurer. Officers shall be elected by majority vote of the members present at each annual membership meeting. Each officer shall serve for a period of one (1) year and shall continue to hold office until his/her successor is elected and qualified, or until he/she sooner dies, resigns, is removed or becomes disqualified.

b. Directors. There will be twenty-one (21) directors (Revised: 12/06/07) who are not otherwise officers who shall be elected by majority vote of the members present at each annual membership meeting. The directors shall be as follows: (1) Assistant Secretary, (1) Assistant Treasurer, (1) Norfolk Town Representative, (1) Millis Town Representative, (1) Medfield Town Representative, (1) Athletic Director, (1) Assistant Athletic Director, (1) 2<sup>nd</sup> Assistant Athletic Director, (1) Cheerleading Coordinator, (1) Assistant Cheerleading Coordinator, (1) Fund Raising Director, (1) Assistant Fund Raising Director, (1) 2<sup>nd</sup> Assistant Fund Raising Director, (1) Publicity Director, (1) Assistant Publicity Director, (1) Concession Stand Coordinator, (1) Assistant Concession Stand Coordinator, (1) 2<sup>nd</sup> Assistant Concession Stand Coordinator, (1) Registrar, (1) Assistant Registrar, and (1) 2<sup>nd</sup> Assistant Registrar (Revised: 12/06/07). The directors shall serve for a term of one (1) year. Directors shall continue to hold office until his/her successor is elected and qualified, or until he/she sooner dies, resigns, is removed or

becomes disqualified. After the majority vote, if a person wishes to become a Director and there is an open position, it shall be voted on by the Directors on who were voted on by the majority vote. (Revised: 01/12/97 and 12/06/07)

c. Authority. No individuals position on the board of directors, whether an officer or director, shall be construed as a vehicle for making decisions without consultation and/or approval of the board of directors or president, within whichever province decisions are to be made in accordance with these by-laws.

1.3 Installation. Installation of newly elected officers and directors shall take place at the same annual membership meeting during which elections are held. Newly elected officers and directors shall assume their duties immediately upon their election at said membership meeting.

a. Any officer(s) and/or director(s) shall surrender without protest any and all records which is the property of this corporation upon request by the incumbent president and/or incumbent board of directors.

1.4 Vacancies. Any vacancy occurring in the board of directors shall be filled by the affirmative majority vote of the remaining board of directors. Each successor shall hold office for the un-expired term or until he/she sooner dies, resigns, is removed or becomes disqualified.

1.5 Suspension or Removal. An officer or director may be suspended or removed by vote

of a majority of the board of directors for non-attendance at more than two consecutive board meetings. An officer or director may otherwise be removed from office with just cause by a committee appointed by the president from the general membership. If the president is person being charged, and then the vice president shall appoint said committee. A letter specifically stating the allegations must be filed with the secretary by a member and/or members alleging same. Said officer or director shall then be appraised in writing within fifteen (15) days specifically stating the charge(s), the number and names of said committee. The officer or director will have fifteen (15) days to respond to charges in writing with option to request a hearing. Hearing shall be held within thirty (30) days of receipt of written request for hearing. Upon hearing all evidence the committee shall then advise officer or director within fifteen (15) days of findings. If hearing is not requested and/or notification goes unanswered by officer or director, the committee shall meet and render its determination within a time not to exceed limits stated herein.

1.6 Resignation. An officer or director may resign by delivering his/her written resignation to the president, or secretary of the corporation, to a meeting of the members, or to the corporation at its principal office. Such resignations shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states. Any officer or director who resigns must surrender without protest any and all records which is the property of this corporation to the incumbent president on or prior to the date his/her resignation becomes effective.

1.7 Regular meetings. Regular meetings of the board of directors shall be held each month at such times and places as the directors and/or president may determine. Reasonable and sufficient notice accompanied by Minutes from the previous meeting shall be sent by the secretary via mail to each officer and director's usual or last known business or residence address at least seven (7) days prior to the meeting.

1.8 Special Meetings. Special meetings of the board of directors may be called at any time by the president or a majority of the board of directors if an emergency situation exists.

1.9 Quorum. At any meeting of the board of directors two-thirds of the officers and directors then in office shall constitute a quorum for the transaction of business; and the affirmation vote of a majority of all those present shall be necessary to carry a vote. Any meeting may be adjourned by a majority of the votes cast upon the question whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.0 Absence. In absence of the president, the presiding officer at the directors' and membership meetings shall be the vice president or a temporary chairman elected by a majority vote of the directors present in the foregoing order of priority.

#### Article 4. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS OF THE CORPORATION

The board of directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers, or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the board of directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered to purposes of establishing a quorum, and shall have no other rights or responsibilities.

#### Article 5. RESPONSIBILITIES AND DUTIES

1. President. The President shall be the chief executive officer of the corporation and, subject to the control of the board of directors shall have general charge and supervision of the affairs of the corporation.

a. The president shall preside at all meetings of the board and membership.

b. The president in conjunction with the treasurer shall have the responsibility to oversee all financial records, funds, obligations made, securities and valuable papers and shall see that accurate books of account of the corporation's transactions are kept.

c. Unless otherwise stated herein, the president shall appoint all committee chairpersons, subject to the approval of the board of directors. Unless otherwise stated herein, committee members shall be appointed by the chairperson of their respective committees and subject to approval of the president. The president shall act as ex officio member of all committees except the nominating committee.

d. The president shall perform other such duties as are necessarily incidental to the office of the president of the corporation or which may be prescribed by the board of directors from time to time, which shall be set forth in writing and adopted as policy.

e. The president shall enforce all by-laws and policies as stated herein; and shall enforce all League by-laws and National directives.

f. The president shall have exclusive power to remove any disorderly member impeding the progress of any board or membership meeting.

g. In the event of the secretary's absence at any board or membership meeting, the president shall have the power to appoint a secretary pro tem who shall record the proceedings of such meeting.

h. The president shall present written minutes from HLA meetings to this corporation's board of directors. If written minutes from said meetings were not prepared by the HLA, it shall be his/her responsibility to present a concise written report to board of directors, which will go on file with the minute records of the corporation. (Revised: 10/07/04).

i. The president shall arrange and coordinate game schedules with appropriate HLA organization athletic directors and distribute said schedules to each NMM football coach and Cheerleading coordinator. (Revised: 10/07/04).

2. Vice President. Except as otherwise stated herein, in the absence of the president or in the 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 restriction of the president.

a. The vice president shall maintain a high profile in the general membership as the official public relations agent of the corporation and in such capacity, shall also act as a liaison between the membership and board of directors and/or committee chairpersons, within whichever area(s) is applicable.

b. Specific responsibilities in said capacity include but are not limited to: (1) coordinator for volunteers solicitation of registration and special events and referral of volunteers to the appropriate responsible board member (2) trouble shooting (3) offering recommendations to the board of directors (4) ensuring that letters of appreciation are prepared for all volunteers and directors.

c. The vice president shall serve as the chairperson of the Registration and Recruitment Committees.

d. The vice president shall conduct CORI checks on all members who have more than four (4) hours per week contact with players and cheerleaders. Certification that these checks have been completed must be made in writing to the president by July 15th. Revised: 10/07/04).

3. Secretary. The secretary shall be fully responsible for and record a maintain records of all proceedings of the membership and board of directors in a book or series of books kept for that purpose. Which book or books shall be kept within the Commonwealth at the principal office of the Corporation. Said book(s) shall be open at all reasonable times to the inspection of any member. Such book(s) shall also contain records of all meetings of incorporates and the original, or attested copies of the articles of organization and by-laws and names of all members and directors and the address of each. Said book(s) and/or records shall be the property of the corporation and shall be subject at all times to the control of the board of directors.

a. If the secretary is absent from any meeting of the membership or directors, the assistant secretary shall exercise the duties of the secretary at the meeting.

b. The secretary shall notify the board of directors on a timely basis at least seven (7) days prior to the meeting of the date, time, place and purpose of the respective meetings. The secretary shall also be responsible for proper membership meeting notifications as stated in these by-laws, Article 7, MEETINGS OF THE MEMBERS.

c. All meeting minutes of the board of directors and membership must be signed and dated by the secretary. Copies of signed and dated minutes from each board of directors meeting shall be mailed to each board member at least seven (7) days prior to the next board of directors meeting.

d. In the absence of the president, the secretary shall enforce all by-laws and policies referred to or stated herein

e. The secretary shall prepare and execute the correspondence of the corporation.

f. The secretary shall be responsible for submitting annually on a timely basis the corporation annual report along with the necessary attachment(s), if required, and fee(s) to the Secretary of State.

g. The Secretary shall perform other such duties as assigned to him/her by the board of directors and/or the president, which shall be set forth in writing and adopted as policy.

h. The secretary shall submit to the board of directors at the December board meeting a written report reflecting the fiscal year's projected costs of supplies necessary to conduct the operations in the office of the secretary: e.g. envelopes, stamps, etc.

i. The secretary shall provide input to the board of directors with respect to any identified problems and/or recommendations.

j. The secretary shall be responsible for arranging MPR training such that each squad has a minimum of two (2) MPR persons. (Revised: 10/07/04).

k. Any duties of the secretary shall be shared with the Assistant Secretary

4. Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. In conjunction with the president, he/she shall be in charge of all aspects of the corporation's financial affairs, funds, securities and valuable papers. The treasurer along with the president shall oversee that accurate books of account of the corporation's transactions are kept.

a. The treasurer shall receive and make disbursements of all funds of the corporation giving and obtaining receipts thereof. Absolutely no obligations of the corporation may be discharged by payment in any manner except through the corporation's checking account except in certain situation(s) whereby an obligation(s) of the corporation must be paid/disbursed by cash. The board of directors by majority vote reserves the right to grant authority to the individual who is responsible for said cash payment/disbursement. Said cash transaction must be recorded and signed on receipt by the individual issuing cash payment/disbursement and the individual receiving cash payment.

b. Immediately upon assuming office, he/she shall report to the board of directors the amount of monies turned over to his/her possession.

c. He/she shall keep an exact account of all the receipts and disbursements of the corporation.

d. The treasurer shall render to the board of directors monthly an updated, accurate statement of the balance of funds on hand and of the outstanding obligations of the corporation, and shall be required to render an updated, accurate statement at annual membership meeting.

e. All monies of the corporation shall be deposited in such bank or banks as shall be designated by the board of directors.

f. All financial papers, documents, receipts, ledgers, accounts etc. shall be the property of the Corporation and subject at all times to the control of the board of directors.

g. The treasurer shall submit suggestions and recommendations in writing to the board of directors concerning but not limited to finances, expenditures, year-to-date budget status etc. The treasurer shall prepare annually an actual statement and proposed budget, which shall be submitted to the board of directors for their acceptance or rejection.

h. The treasurer shall oversee and coordinate other board members and/or committee chairpersons concerning the preparation of their respective budgets and of their income and expenditures thereof.

i. The treasurer, with the help of the assistant treasurer shall perform other duties as assigned to him/her by the president and/or board of director, which shall be set forth in writing and adopted as policy.

j. The treasurer shall submit to the board of directors at the January meeting a written report reflecting the fiscal year's projected costs to conduct the operation and corporation's obligations in the office of treasurer; bank fees, corporation fees, and miscellaneous accounting costs.

k. The treasurer, with the help of the assistant treasurer, shall oversee all financial transaction and operations of the Concession committee.

l. The treasurer shall have the fiscal year of the budget run from January 1st through last day of December. All budget categories shall be agreed and voted upon by the board of directors at the December meeting. (Revised: 12/6/07).

m. The treasurer shall be responsible for summarizing the budget for the past twelve months to the board of directors at the January meeting. The new budget shall be agreed and voted upon by the board of directors at the January meeting. (Revised: 12/06/07).

5. Town Representative. One (1) director from each of the towns of Norfolk, Medfield and Millis shall serve as representatives and voice their respective townships in addressing all needs and requirements at board of director meetings.

a. Each town representative shall also be responsible for coordinating all registration activities in their respective towns, and serving on the Registration and Recruitment Committees.

b. Each town representative shall perform other duties as assigned to him/her by the president and/or board of directors, which shall be set forth in writing and adopted as policy.

c. Each town representative shall submit to the board of directors at the January meeting a written report reflecting the fiscal year's projected costs to conduct the operations in the office of town representative: e.g. all registration and related costs etc. (Revised 12/06/07)

d. Each town representative shall provide input to the board of directors with respect to any identified problems and/or recommendations.

6. Athletic Director. The athletic director shall serve as the representative of this corporation at HLA meetings of organization athletic directors and shall keep this corporation apprised and/or ongoing football issues pertinent to the proper conduct and associated rules of this corporation. At no time shall the position of athletic director be construed as a vehicle for making decisions and/or voting at said HLA meetings without consultation of this corporation's board of directors.

a. The athletic director shall coordinate the annual HLA football player weigh in.

b. The athletic director, with the help of the assistant and 2<sup>nd</sup> assistant athletic directors shall be responsible for coordinating, implementing and completing all areas of field preparation and operations including but not limited to football and cheerleader field permit application: organization, preparation and maintenance of football field and equipment shed; inventories, distribution and return of football uniform and equipment; organization and coordination of all game support services; e.g. bus support and driver schedule, physicals, EMT support, referee scheduling, etc.

c. The athletic director shall chair the Football Game Support Committee.

d. The athletic director, with the help of the assistant and 2<sup>nd</sup> assistant athletic directors, shall submit to the board of directors at the January meeting a written report reflecting the fiscal year's projected costs as to uniform, equipment, service and/or game support, shed, and other item needs relating to football and field operations.

e. The athletic director, with the help of the assistant and 2<sup>nd</sup> assistant athletic directors, shall perform other duties as assigned to him/her by the president and/or board of directors, which shall be set forth in writing and adopted as policy.

f. The athletic director, with the help of the assistant and 2<sup>nd</sup> assistant athletic directors, shall provide input to the board of directors with respect to any identified problems and/or recommendations.

g. The athletic director, with the help of the assistant and 2<sup>nd</sup> assistant athletic directors shall be responsible for arranging CPR certification for two (2) coaches for each football and spirit squads. (Revised: 12/06/07)

h. Assistant Athletic Director and 2<sup>nd</sup> Assistant Athletic Director. The assistant athletic director and 2<sup>nd</sup> assistant athletic director shall assist the athletic director in all areas of responsibility. Except as otherwise stated herein, in the absence of the athletic director or in event of his/her inability or refusal to act, the assistant athletic director shall perform the duties of the athletic director, and when so acting, shall have all the duties and responsibilities of and be subject to all the restrictions of the athletic director.

a. The assistant athletic director and 2<sup>nd</sup> Assistant Athletic Director shall perform such other duties assigned to his/her by the president and/or board of directors, which shall be set forth in writing and adopted as policy.

7. Cheerleading Coordinator. The Cheerleading coordinator shall serve as representative of this corporation at HLA meetings of organization Cheerleading coordinators and shall keep this corporation apprised of new and/or ongoing Cheerleading issues pertinent to the proper conduct and associated rules for this corporation. At no time shall the position of Cheerleading coordinator be construed as a vehicle for making decisions and/or voting at said HLA meetings without consultation of this corporation's board of directors.

a. The Cheerleading coordinator shall present written minutes from said meetings to this corporation's board of directors. If written minutes from said meetings were not prepared by the HLA, it shall be his/her responsibility to present a concise written report to board of directors, which will go on file with the records of this corporation.

b. The Cheerleading coordinator shall coordinate the timely preparation and submission to the HLA, all Cheerleading rosters and their proper attachments

c. The Cheerleading coordinator, with the help of the Assistant Cheerleading Coordinator, shall be responsible for coordinating implementing and completing all preparation and operations of the Cheerleading area, including but not limited to inventories, maintenance, distribution and return of Cheerleading uniforms and equipment.

d. The Cheerleading coordinator shall submit to the board of directors at the January meeting a written report reflecting the fiscal year's projected costs as to uniform, equipment and other needs relating to the area of Cheerleading operation.

e. The Cheerleading coordinator shall perform other duties as assigned to him/her by the president and/or board of directors, which shall be set forth in writing and adopted as policy.

f. The Cheerleading coordinator shall provide input to the board of directors with respect of any identified problems and/or recommendations.

g. The Cheerleading Coordinator shall assist the Cheerleading Coordinator in all areas of responsibility. Except as otherwise stated herein, in the absence of the cheerleading coordinator or in event of his/her inability or refusal to act, the assistant cheerleading coordinator shall perform the duties of the cheerleading coordinator, and when so acting, shall have all the duties and responsibilities of and be subject to all the restrictions of the cheerleading coordinator.

8. Fund Raising Director. The fund raising director, with the help of the assistant fund raising director and 2<sup>nd</sup> assistant fund raising director, shall coordinate, implement and oversee all fund raising activities of the corporation and shall submit a concise written status report at each board of directors meeting which will go on file with the minute records of this corporation. Status reports shall be coordinated with the treasurer. Further, status report in part shall contain a full and accurate reflection of income received against projected income and expense for each fundraising activity.

a. The fund raising director shall submit to the board of directors at the December meeting a written report reflecting the fiscal year's projected income and expense for all

fund raising activities. Said report shall contain a breakdown of each recommend fund raising activity and a year total.

b. The fund raising director, with the help of the assistant fund raising director and 2<sup>nd</sup> assistant fund raising director, shall be responsible in conjunction with the vice president for preparing on a timely basis all information needed to compile correspondence directed to donors and volunteers. Complete and accurate information shall then be given to the secretary who in turn will create and process correspondence, which shall be signed and/or presented by the president.

c. The fund raising director, with the help of the assistant fund raising director and 2<sup>nd</sup> assistant fund raising director, shall perform other duties as assigned to him/her by the president and/or board of directors, which shall be set forth in writing and adopted as policy.

d. The fund raising director shall provide input to the board of directors with respect to any identified problems and/or recommendations.

10: Publicity Director. The publicity director, with the help of the assistant publicity director, shall coordinate, implement and oversee all publicity activities of the corporation and shall give a status report at each board meeting which will go on file with the minute records of this corporation.

a. The publicity director, with the help of the assistant publicity director, shall be responsible for composing, coordinating, preparing, implementing and distributing all printed materials in the form of, but not limited to advertising, programs and or newsletters.

b. The publicity director shall be responsible for soliciting donated printing services. If donated services are not available, the publicity director shall obtain annually written bid(s) to perform needed services from not more than three (3) established printers: bids shall be submitted to the board of directors for review and selection.

c. The publicity director shall submit to the board of directors at the January meeting a written report reflecting the fiscal year's projected costs as to any needs, supplies and/or services relating to the area of publicity.

d. The publicity director, with the help of the assistant publicity director, shall perform other duties as assigned to him/her by the president and/or board of directors, which shall be set forth in writing and adopted as policy.

e. The publicity director shall provide input to the board of directors with respect to any identified problems and/or recommendations.

f. The publicity director, with the help of the assistant publicity director, shall be responsible for maintaining NMM Vikings web site. (Revised: 12/06/07).

11. Concession Stand Coordinator. The Concession Stand Coordinator, with the help of the assistant concession stand coordinator and 2<sup>nd</sup> assistant concession stand coordinator, shall plan, organize, direct, coordinate and conduct the business of the concession facility, including but not limited to maintenance, supply and inventory purchasing and staff scheduling.

a. The concession stand coordinator, with the help of the assistant concession stand coordinator and 2<sup>nd</sup> assistant concession stand coordinator, shall be held responsible for reporting directly to the treasurer with respect to income and any expenditure of funds necessary for supplies and/or services.

b. The concession stand coordinator, with the help of the assistant concession stand coordinator and 2<sup>nd</sup> assistant concession stand coordinator, shall perform other duties as assigned to him/her by the president and/or board of directors which shall be set forth in writing and adopted as policy.

c. The concession stand coordinator shall provide input to the board of directors with respect to any identified problems and/or recommendation. (Revised 01/12/97).

d. The concession stand coordinator shall submit monthly reports and cash deposits to the treasurer using the form provided by the treasurer. (Revised: 10/07/04).

e. The concession stand coordinator shall give a final deposit and reconciliation to the treasurer at the December board of director's meeting. (Revised: 10/07/04).

12. Registrar: The registrar, with the help of the assistant registrar, shall be responsible for the coordination and collection of all required NMM Pop Warner Football, Inc. paperwork. The registrar shall coordinate and oversee at official registration functions.

a. The registrar shall be responsible for the collection of the Hockomock League, Inc. Pop Warner Football, Inc. Registration Form; Parent/Guardian Medical Release Form; Doctor's Medical Release Form; Parent Participation Form; Sport Parent Code of Conduct Form; and Chapter 6 & 172H CORI Request Form. The president and spirit Coordinator are ultimately responsible for all NMM Pop Warner Football, Inc. paperwork.

b. The registrar, with the help of the assistant registrar, president and Cheerleading coordinator shall coordinate, on a timely basis, the preparation and submission to the HLA all rosters and their proper attachments.

Article 6. ATHLETIC AND CHEERLEADING DIRECTORS, COACHES,  
PLAYERS AND SPECTATORS

Foremost all coaches, athletic and Cheerleading directors and their assistant(s) shall abide by all rules of National and HLA Pop Warner and further, that the order of precedence for rules and regulations shall be (i) current issues of NATIONAL Pop Warner rules and regulations (ii) HLA rules and regulation.

a. In addition to upholding HLA and National mandates, Norfolk-Medfield-Millis Pop Warner Football, Inc. upholds a policy that the highest standards of ethics and sportsmanship be maintained by all participants, including spectators, at all times. The ethics and sportsmanship of the players, coaches and others associated with the game must be exemplary and beyond reproach. All individuals, members and non-members alike participating and watching must conduct themselves so as to be a credit to the sport and the Organization. Said individuals are expected to respect and conform to these By-laws and rules as set forth in NMM Policies. Any violation of this Policy, including unethical conduct, unsportsmanlike behavior, or conduct unbecoming to this organization shall be reported to the NMM president within twenty-four (24) hours of alleged occurrence by any individual(s) who alleges the same.

b. All coaches shall provide input as to the needs and requirements of their respective teams to the athletic director, assistant athletic director, 2<sup>nd</sup> assistant athletic director, Cheerleading coordinator, and/or assistant cheerleading coordinator.

c. All head coaches shall be approved by majority vote of the board of directors prior to registration activities. All assistant coaches shall be chosen by the head coaches and approved by majority vote of the board of directors prior to registration activities. All assistant coaches shall be chosen by the head coaches and approved by majority of the board of directors.

Article 7. MEETINGS OF THE MEMBERS

A member is defined as the parent(s), stepparent(s), legal guardian(s), of registered participant in the corporation, or an adult participant.

1. Annual Meeting, There shall be an annual meeting of the membership which shall include election of officers and directors. (Revised 11/05/06)

2. Reasonable Notice. The secretary shall give written notice to the entire membership of the Annual Meeting at least thirty (30) days prior to said meeting. Said notice shall contain the slate of proposed officers and directors: and the text of any proposed amendment(s) to these by-laws.

3. Elections. At the annual meeting, a slate of officers and the directors to be elected shall be presented by the nominating committee chairperson. Said committee shall submit its slate of the proposed officers and directors to the president at least forty-five (45) days prior to annual meeting. Additional nominees shall be accepted from the floor.

4. Quorum. A quorum at any meeting of the membership shall consist of fifty (50) members provided that less than such quorum shall have power to adjourn the meeting from time to time; the Secretary shall give written notice of said adjournment to all members forthwith. In the event that a quorum is not present at the opening of said membership meeting, through the president, by affirmative vote of two-thirds of those members who are present, may bestow those members who are present to constitute a committee of the whole. Said committee shall be empowered to conduct all business that could properly be conducted at said meeting of the membership.

5. Action by Vote. Each member shall have one vote. Unless otherwise stated herein, when a quorum is present a majority of the votes properly cast by members present shall decide any question, including election to office except that it will require two-thirds affirmative vote to ratify amendment(s) to these by-laws. In the case of election only, when a quorum is present, plurality shall elect only who, there are more than two (2) nominees for the same office; and in any event all elections of officers and directors shall be by ballot.

6. Annual Meeting Agenda. At the annual membership meeting, the order of business shall be as follows:

A. Banquet Dinner Meeting

1. Necrology
2. Report of the Secretary
3. Report of the Treasurer
4. Report of the Nominating Committee and Elections of Officers/Directors
5. Report of the President
6. Report of Additional Committees
7. Unfinished Business
8. New Business
9. Good & Welfare/Installation of Newly Elected Officers and Directors.

B. Awards Presentation

7. Special Membership Meetings. Special meeting of the members may be called at any time by the president or board of directors. Upon written request of twenty-five (25) members of the corporation the president shall call a special meeting to consider a specific subject. Written notice shall be given no less than ten (10) days prior to the date of said meeting and shall contain the specific call of the meeting. No business can be transacted at said meeting other than what is stated in the call.

## Article 8. STANDING COMMITTEE

All committee reports when required must be submitted to the president no less than seven (7) days prior to each board of directors meeting. The standing committee consisting of not less than two (2) members and a chairperson shall be as follows: Recruitment; Registration; Banquet; Concession, Football Game Support; Nominating.

- a. Unless otherwise stated herein, the president shall appoint committee chairpersons, and each committee chairperson shall in conjunction with the president appoint his/her committee members, subject to approval of the board of directors.
  - b. Subject to approval of the board of directors, other committees shall be formed and appointed by the president as the need(s) arise to organize, implement and complete projects. Said committee shall have such duties and authority as the president and or board of directors may deem necessary.
  - c. No committee chairperson or committee member shall construe his/her position as a vehicle for making decisions without prior approval of the president and/or board of directors.
  - d. All committees, standing or otherwise, shall seek the approval of the board of directors prior to implementation of any activity(ies) and/or related expenditure of funds.
1. Recruitment Committee. The recruitment committee shall plan, coordinate, organize, and direct the organization's recruitment of players and cheerleaders through, but not limited to publicity and information sessions. The recruitment committee shall at least consist of each of the three (3) town representatives and shall be chaired by the vice president.
  2. Registration Committee. The registration committee shall plan, coordinate, organize and direct the organization's registration of players and cheerleaders. The registration committee shall at least consist of each of the three (3) town representatives; one (1) cheerleading coordinator, one (1) registrar and shall be chaired by the vice president. (Revised: 10/07/04).
  3. Banquet Committee. The banquet committee shall plan, coordinate, organize and direct all banquet activities. The banquet committee chairperson shall report to the president.
  4. Concession Committee, The concession committee shall plan, organize, direct, coordinate and conduct the business of the concession facility, including but not limited to maintenance, supply inventory and purchase, and staff scheduling as directed by the Concession Stand Coordinator. Chairperson shall be held responsible for reporting directly to the concession stand coordinator with respect to income and any expenditure of funds necessary for supplies and or services. (Revised 01/12/97).

5. Football Game Support Committee. Shall plan, coordinate, organize and direct all football game support activities. Said committee shall be chaired by the athletic director. Said committee's responsibilities include, but are not limited to, the following areas of support which shall be detailed in NMM Policies (1) Field Preparation; (2) Field and Shed Maintenance; (3) Bus Transportation Support; (4) EMT Support; (5) Referee Support.

6. Nominating Committee. The nominating committee shall be elected by majority vote of the board of directors, and shall consist of no less than three (3) members, one of whom shall be elected as chairperson. The nominating committee's duties shall be to submit a slate of officers and directors to be presented to the members at the annual meeting. The nominating committee shall submit slate of officers and directors to the president at last forty-five (45) days prior to the annual meeting. Any additional nominations may be made from the floor by a member in good standing at duly constituted meeting during which elections are scheduled to be held.

#### Article 9. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deed, leases, transfers, contracts, notes, checks, drafts, receipts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer.

#### Article 10. AMENDMENTS

Any member in good standing may submit in writing a proposed amendment(s) to these by-laws to the president at last sixty (60) days prior to the meeting at which such proposed amendment(s) is/are to be acted upon. The president, in turn, shall have the text of such proposed amendment(s) mailed to the general membership not later than thirty (30) days prior to the meeting at which same is to be acted upon.

a. These By-Laws be amended upon two-thirds vote of the members present at said meeting providing the amendment(s) has been submitted in accordance with these by-laws.

#### Article 11. IDEMNIFICATION

So as to induce officers and directors of the corporation to serve as such, the corporation shall reimburse, exonerate, hold harmless and indemnify each present and future director or officer of the corporation for, from and against any and all claims and liabilities to which he/she may become subject by reason of his/her being a director or officer, or by reason of his/her acts or omissions as a director or officer; shall reimburse, exonerate, hold harmless and indemnify each director and officer for all legal and other expenses

reasonably paid or incurred by him/her in connection with any such claims of liabilities, whether or not he/she had ceased to be a director or officer of the corporation; unless such person shall have been finally adjudged by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his/her action was in the best interest of the corporation.

a. The members, directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporation or other entities extending credit to, contracting with, or having any claims against the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim; or, for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the corporation.

## Article 12. RULES OF ORDER

In situations not covered by this Corporation's By-Laws, Policies, Article of Organization, HLA By-Laws, National Directives, or the General Laws of Massachusetts, Robert's Rules of Parliamentary Procedure shall govern.

a. Unless otherwise stated herein, Robert's Rules of Parliamentary Procedure shall govern all meetings of directors and all meetings of the membership.

b. At the discretion of the president, full authority is reserved to include a guest parliamentarian at all meetings of the membership.

In addition to specifics outlined in NMM By-Laws and Articles of Organization, the following Policies shall further detail additional aspects of administration, responsibilities and duties. It is understood that where appropriate, HLA By-Laws and National Directives take precedence.

A. No individual's position on the board of directors and/or committee(s) shall be construed as a vehicle for making decisions without proper consultation of the board or president, within whichever province decisions are to be made.

B. Any individual accepting nomination, election and/or appointment to a committee(s) shall be advised by the president prior to said nomination and/or appointment of responsibilities. Immediately upon election and/or appointment, said individual shall automatically be given a full, updated set of NMM By-Laws and Policies.

C. The treasurer and/or president shall oversee all finances of this corporation and shall be the only two individuals authorized to receive or disburse funds. Any and all funds and donations collected on the behalf of this corporation by any individual shall be relinquished to the president and/or treasurer. Said funds will then immediately be counted by person responsible for collection of funds and by person receiving funds. At no time will funds be relinquished to the treasurer and/or president (whether they are in the form of cash, check or any other vehicle) by any individual unless a written receipt is immediately issued by president and/or treasurer to record the transaction.

If the treasurer and/or president is not available at the time individual turns over funds, a board member, in conjunction with individual holding funds must witness, count, co-sign and date a temporary receipt prior to the holder leaving premises with said funds.

At NO TIME shall an individual who is responsible for fund collection, which includes CASH leave the fund raising premises without following these procedures.

Absolutely no obligations will be paid out of NMM funds except through NMM check book. In situation(s) whereby an obligation(s) of the corporation must be paid/disbursed by cash, by majority vote, the Board of Directors reserves the right to grant authority to the individual who is responsible for said cash payment/disbursement. Said cash transaction must be recorded on receipt. receipt shall reflect total amount paid, date, and service performed. Receipt must be co-signed by the individual making payment and by the individual receiving payment. A copy of said receipt shall be given to NMM treasurer.

It is understood that these basic procedures MUST be adhered to and exists for the protection of all parties involved, as well as the corporation as a whole.

D. Unless a special Board of Directors meeting is called under emergency to consider a specific issue, the standard Board of Directors Meeting Agenda shall be as follows:

1. Secretary's Report – Minutes of previous meetings.
2. Treasurer' Report
3. Athletic Director's Report
4. Cheerleading Coordinator's Report
5. Fund Raising Director's Report
6. Publicity Director's Report
7. Concession Stand Coordinator's Report (Revised 01/12/97)
8. Registrar's Report (Revised: 10/07/04)
9. Town Representative's Report
10. Vice President's and/or President's Report
11. Report(s) of Additional Committees
12. Unfinished Business
13. New Business
14. Good & Welfare

## 15. Adjournment

Unless an emergency situation exists.... developments and/or specific items since the last Board of Director's meeting will be brought up under NEW Business. Any board member who wishes to itemize and include in writing a topic(s) for discussion on the Agenda prior to Agenda being mailed, should advise the President not less than ten (10) days prior to scheduled Board Meeting.

E. The duties, powers and responsibilities of the Officers, Directors, Committees and Committee Chairpersons are stipulated in NMM By-Laws. However, in addition the following further details specific areas of operation:

### PRESIDENT-

Shall represent this organization at meetings of the Presidents of other various organizations within HLA. Shall act as or appoint a Masters of Ceremony for the Annual Membership/Awards Banquet held in January.

### VICE PRESIDENT -

Shall be available to assist the president to ensure that all areas of the program are running effectively and properly. Shall compile a complete list based on accurate information obtained from the Fund Raising Chairperson, including addresses, service(s) performed, donated item(s) and their value(s), of all volunteers and donators. Said letters will be given to the Secretary, who in turn will issue thank you letters on a timely basis. Said letters are to be signed by the President.

Shall keep an accurate list/inventory and personally maintain all donations, which will be dispersed as needed to appropriate board member and/or committee chairperson.

### SECRETARY-

It shall be the Secretary's responsibility to ensure NMM By-Laws and Policies are maintained and distributed upon request. Any member in Good Standing is entitled to receive a copy of NMM By-laws immediately upon request.

### TREASURER-

Shall work hand-in-hand with the president on all financial matters and enforce all rules and policies related to the finances of this corporation.

### ATHLETIC DIRECTOR-

a. As stated in NMM By-Laws, the athletic director shall chair the Football Game Support Committee, which exists to plan, coordinate, organize and direct all football

game support activities. Although not limited to and subject to change, defined areas to be handled on this committee are as follows:

1. Field Preparation:

Responsible for the purchase of field lime - liming the field - placing and retrieving cones- placing and retrieving spectators ropes - fertilizing- reseeding.

2. Field and Shed Maintenance:

Responsible for maintenance, including painting when necessary, of the shed, concession stand, bleachers, and goal posts. Shall monitor, maintain and replace when necessary, all electrical needs including lighting.

3. Bus/Transportation Support:

Responsible for all bus/transportation support, including scheduling of drivers and timely payment for said service.

4. EMT Support:

Responsible for scheduling certified emergency medical technicians for all home games and ensuring timely payment for said service.

5. Referee Support:

Responsible for confirming referee schedule and timely payment for referee services.

F. It is the policy of Norfolk Medfield, Millis Pop Warner, Inc. that the highest standards of ethics and sportsmanship be maintained by all participants, including spectators, at all times. The ethics and sportsmanship of the players, coaches, and other associated with the game must be exemplary and beyond reproach. Everyone participating and watching must conduct themselves so as to the sport and the Organization.

1. Coaches, players, and spectators are to comply with the meaning and spirit of these rules. Purposely ignoring or willfully violating rules is intolerable. Those who break the rules degrade not only themselves, but also the game, their team, and the Organization.

2. Coaches, players, and spectators are to show respect for the decisions of the referee and the efforts of all participants. They must conduct themselves so as to dignify the game. Booing is not permitted.

3. Coaches, spectators, and players are not to heckle the referee or challenge their decisions. A head coach or an official assistant coach may discuss with the referee a rule interpretation at the half-time interval or after the game. This discussion is to be done with dignity and sincerity. The referee need not discuss decisions with any other individual. If others do have questions concerning a rule interpretation, they may only be brought to the referee's attention through the above-described coaches.

4. Abuse, intimidation, or undignified discussion with, or concerning the referee, is not permitted under any circumstances.

5. Coaches are to motivate players so that they will control themselves at all times, thereby preventing any unsportsmanlike act to opponents, officials, or spectators.

6. Coaches are not to tolerate actions by players which are physically dangerous to opponents, such as a player fighting between players, etc. Coaches or spectators are not to incite players to retaliatory actions whatever the provocation, or imply to the players dissatisfaction with the game official.

7. Coaches, players, and referees should cooperate in eliminating game delays.

8. Coaches and spectators may only direct remarks to their own team players.

9. The coach will be held responsible for the actions of their team spectators and players.

10. A dedicated coach will instill in their players the habit of properly respecting opponents and game officials. Players, coaches, and spectators are not to direct unbecoming language or personal remarks at opponents or officials.

11. It is everyone's responsibility to ensure that this standard of ethics and sportsmanship is maintained at all times, and that breaches of said policy are reported to the President of NMM Pop Warner, Inc. within twenty-four (24) hours of the incident. Such action can be initiated by a coach, parent, official, or adult spectators.

G. It shall require majority affirmative vote of the board of directors to amend, alter, or revoke these Policies.

H. Regular board meetings may be open to the general membership and advertised as such (i.e. sign on trailer...Suburban Press). In the event general membership attendance begins to disrupt and/or impede the progress of board meetings, the board of directors reserves full right to reconsider said policy.