Upper Perk Youth Football Association Bylaws

As Amended: September 29, 2017

**Article 1: Name and Office**

The organization shall be known as **Upper Perk Youth Football Association**, hereinafter referred to as “**UPYFA” or “Association”** and is also known operating as **Mohawks Youth Football & Cheer**. Our principal office is located at P.O. Box 34 Red Hill, PA 18076.

**Article 2: Our Mission**

The Upper Perk Youth Football Association believes that the pursuit of excellence in the areas of academics and athletics helps develop maturity, self-confidence and the understanding that the team is greater than its individual parts. It is the goal of the Upper Perk Youth Football Association to utilize its resources and provide the best quality youth football and cheerleading program in a safe and positive environment that is entirely free of adult desire for glory. It is our belief that the experiences our community youth have with the UPYFA will help develop and promote the ideals of responsibility, hard work, sportsmanship and teamwork which will benefit them throughout their lifetime. The Upper Perk Youth Football Association is committed to providing a program that maintains the highest of standards and guarantees both a fun and positive experience for everyone involved. We truly believe this is about the kids.

**Article 3: Organization Purpose**

The Upper Perk Youth Football Association is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code. The UPYFA shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The UPYFA has not been formed for the making of any profit or personal financial gain. The assets and income of the UPYFA shall not be distributable to or benefit the Board of Directors (the “Board”), officers, coaches or other individuals. The assets and income shall only be used to promote UPYFA purposes as noted below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees (if applicable) and independent contractors for services provided for the benefit of the UPYFA. The UPYFA shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

**Article 4: Purpose**

The general purpose for which the UPYFA has been established are as follows:

The UPYFA is established within the meaning of the Internal Revenue Service Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code (“IRC”) of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code and shall be operated exclusively for the benefit of all interested youth wanting to participate in football or cheer in the Upper Perkiomen School District.

In addition, the UPYFA has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes.

The UPYFA shall hold and may exercise all such powers as may be conferred upon any non-profit organization by the laws of the State of Pennsylvania and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the UPYFA. At no time and in no event, shall the UPYFA participate in any activities which have not been permitted to be carried out by the UPYFA exempt under Section 501(c)(3) of the Code.

**Article 5: Dedication of Assets**

The assets of the UPYFA are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, or assets of the UPYFA, on dissolution or otherwise, shall inure to the benefit of any person or any member, director or officer of the UPYFA. On liquidation or dissolution, all remaining assets of the UPYFA shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c)(3) of the Code.

**Article 6: Board of Directors**

**6.1 - General Powers and Responsibilities**

The UPYFA shall be governed by the Board of Directors (the “Board”), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Pennsylvania. The Board shall establish policies and directives governing business and programs of the UPYFA and shall delegate to such persons as deemed appropriate by the Board, subject to the provisions of these bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

**6.2 - Designation of Officers**

The officers of UPYFA will consist of the President and the members of the Board of Directors, which are as follows: Vice President, Secretary, Treasurer, Athletic Director, Cheer Director, Equipment Director, Field Director, Sponsorship Director, Fundraising Director, League Rep, Snack Stand Director, Communications/Publicity Director and up to five (5) Members at Large.

**6.2.1 –** Candidates for the offices of President and the Board of Directors must be members of the UPYFA in good standing.

**6.2.2** – Candidates for President and Vice President must have one (1) year experience as a UPYFAmember of the Board of Directors with the current board.

**6.2.3** – Candidates for Board of Directors is contingent upon satisfactory completion of background investigations performed under the authority of the UPYFA Board of Directors.

**6.3 - Board Compensation**

The Board of Directors shall receive no compensation other than for reasonable expenses as approved by the Board. Nothing in these bylaws shall be construed to preclude any Board member from serving the UPYFA in any other capacity and receiving compensation for services rendered.

**6.4 - Board Elections**

The President/Vice President shall present nominations for new and renewing board members. Recommendations shall be made known to the Board before nominations are made and voted on. New and renewing Board members shall be approved by two thirds of those Board members at a Board meeting at which a quorum is present.

**6.5 - Terms of Office**

Directors shall serve the term of office as indicated below commencing January 1st, after elections, and ending December 31 of said year:

**President (Executive Board) –** 2 year term – 2018 & 2019

**Vice President (Executive Board)** – 2 year term (1yr for 2018 to be voted again 2019 to start 2yr term)

**Secretary (Executive Board)** –2 year term (1yr for 2018 to be voted again 2019 to start 2yr term)

**Treasurer (Executive Board)** – 2 year term - 2018 & 2019

**Athletic Director (Executive Board)** – 2 year term – 2018 & 2019

**Cheer Director (Executive Board)**– 2 year term (1yr for 2018 to be voted again 2019 to start 2yr term)

Equipment Director – 2 year term - 2018 & 2019

Field Director – 2 year term - 2018 & 2019

Snack Stand – 2 year term (1yr for 2018 to be voted again 2019 to start 2yr term)

Fundraising Director – 2 year term - 2018 & 2019

Sponsorship Director – 2 year term (1yr for 2018 to be voted again 2019 to start 2yr term)

League Rep – 2 year term - 2018 & 2019

Communications Director – 2 year term (1yr for 2018 to be voted again 2019 to start 2yr term)

Member at Large – 1 year term - 2018

**6.6 – Removal**

Any member of the Board of Directors may be removed whenever in its judgement the interests of the UPYFA would be best served. Any such removal will be without prejudice to the contract rights, if any, of the officer so removed. The vacancy shall be filled according to the process set forth elsewhere in this article.

**6.7 - Resignations**

Board Members must resign by giving written notice to the President and/or Secretary. Such resignations shall take effect immediately unless otherwise stated in the written notice. A stated acceptance of the resignation shall not be required to make the resignation effective.

**6.8 - Vacancies**

In the event of a vacancy in any office, whether due to death, resignation, removal, disqualification or otherwise a replacement officer is subject to an affirmative vote of two thirds of the Board at a meeting which there is a quorum.

**6.9 – Executive Board of Directors**

By orders of the President and approval by the Board of Directors, an Executive Board is formed and will be called upon from time to time to handle confidential issues involving the league, including but not limited to issues involving conduct and behavior of other members of the Board of Directors, members of the UPYFA, or financial issues involving members or the UPYFA directly. This entity will be responsible for providing information to the other members of the Board in full disclosure on a need-to-know basis as determined but the entity. This entity may be called upon by the President to review rules, policies, procedures and general guidelines for how UPYFA conducts business and to represent findings to the Board of Directors in general session. The following officers will comprise the Executive Board of Directors: President, Vice President, Secretary, Treasurer, Cheer Director and Athletic Director. No two members from the same household can occupy an Executive Board position.

**Article 7: Meetings**

The Board’s meetings may be held at such time and place as shall be determined by the Board.

(a) Annual Meeting: An annual meeting shall be held once each calendar year for the purpose of electing the Board of Directors. Meeting is to be held in October for nominations and November for elections.

(b) Monthly Meeting: A monthly meeting shall be held on the second (2nd) Wednesday of each month or as agreed upon by the Board at a time and place designated by the Board. The monthly meeting shall be used to present business and/or review matters requiring action to be taken by the Board.

(c) Special Meeting: Special meeting(s) may be requested by any director or officer on the Board.

(d) Notice: Email notification shall be provided five days in advance of a meeting. The notice shall state the place, date and hour of the meeting, and if a special meeting is called, the purpose of the special meeting.

(e) Quorum: Two thirds of the Board present shall constitute a quorum for a meeting.

(f) Each Board member must attend a minimum of 9 meetings in any calendar year to be eligible for nomination to the next year’s Board of Directors. League scheduled practice on meeting nights, attendance at league meetings or other sanctioned events are granted excused absences.

(g) Any Board member failing to attend two (2) consecutive Board meetings without valid excuse (such validity to be determined by the Board), the Board, by majority vote can terminate his/her Board membership.

**7.1 - Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, it is their responsibility to designate an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meeting to be kept in the minute book. A copy of the minutes shall be delivered to each Board member via email within one (1) week as well hard copies provided at the next scheduled monthly meeting.

**7. 2 - Quorum**

At each meeting of the Board, the presence of two thirds members of the Board shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by these bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

**7.3 - Voting**

Each Board member shall only have one vote, regardless of their position and/or office that a member holds on the Board.

**7.4 - Proxy**

Board members shall not be allowed to vote by written proxy.

**Article 8: Officers**

**Officers and Duties**

The Board shall elect officers. No officer may hold multiple offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law or by these bylaws, subject to control of the Board, and they shall perform any other such additional duties which the Board may assign to them at their discretion. The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board.

**President**:

The President shall act as the general coordinator and executive officer. The President shall conduct and preside over the Board and general meetings, call all meetings and assign tasks as it deems appropriate. Appoints all committee chairs. Enforces Code of Conduct, House Rules and League Bylaws. Addresses disputes and complaints, and presents them to the Board, as necessary. Oversees the overall management of the League by the Board of Directors. In general, performs all duties incident to the office of President and such other duties as may be prescribed by the officers from time to time.

**Vice President**:

The Vice President shall act 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. Acts as liaison between all Head Coaches and the Board, including all matters regarding rules, regulations and policies of the League. Acts as liaison between the League and opposing organizations, including, but not limited to coordination of game schedules and rules/regulations. Works with officials to negotiate contract and game day issues. Coordinates policies and guidelines by ensuring that the League is notified and advised of any action taken. Presents and supports League positions as directed by the President and Board of Directors of the League. The Vice President shall perform such other duties as from time to time may be assigned by the President.

**Secretary Duties:**

The Secretary is responsible to prepare minutes of all meetings, and maintains League minutes book. Notifies Board members of meeting dates, times and places. Handles all correspondence, including newsletters and mailings. Chairs bylaw committee. Sees that all notices are duly given in accordance with the provisions of these bylaws or as required. Performs all duties relevant to registration (prepares registration forms, collects registrations and reviews for compliance with requirements, enters all registrations into database, maintains league database, and prepares rosters). Responsible for league email inbox and sending responses. Generally performs all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President.

**Treasurer:**

The treasurer is responsible for all tasks related to league finances, including preparing the league

budget, keeping league financial records, reporting on the status of league funds, and distributing funds as

approved by the other board members. In addition, the treasurer will ensure the yearly Internal Revenue Service filings are completed in accordance with the State of Pennsylvania filing requirements. Generally performs all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President.

**Athletic Director:**

The Athletic Director is responsible for making sure that the young athletes within the organization receive the best coaching possible by ensuring that coaches are trained in accordance with the league standards. This position is responsible for planning and coordinating coaches training as well as being responsible for all interpretations of the league rules. This person acts as the coach disciplinarian and oversees the coach evaluation and feedback process.

**Cheer Director:**

The Cheer Director is responsible for the overall running of the cheer program. Represents all cheerleading coaches and assistants. Acts as liaison between cheerleading parents and coaches, as well as between all cheerleading coaches and the Board, including all matters regarding rules, regulations and policies of the League. Generally performs all duties incident to the office of the Cheer Director and such other duties as from time to time may be assigned by the President.

**League Rep:**

The League Rep will serve as the Liaison between the UPYFA and the Inter County Football League (ICFL). This person will represent the UPYFA by attending mandatory monthly ICFL league meetings which are held year-round. While attending league meetings this person will be called upon from time to time to cast votes on the behalf of the UPYFA with the best interest of the Association in mind. It will be the job of the League Rep to keep the UPYFA Board up to date with information discussed at the league meetings and have discussion about decisions that need to be made as an organization. The League Rep coordinates the UPYFA list of contacts for the ICFL with Scheduling Committee, Rules Committee, Flag Rep and Competition Committee. The League Rep will be the contact for weekly game confirmations. Generally performs all duties incident to the office of the League Rep and such other duties as from time to time may be assigned by the President.

**Equipment Director:**

The Equipment Director is responsible to maintain a detailed inventory of all equipment, uniforms, and accessories. Prepares and presents budget for the Boards approval. Distributes equipment to teams and maintains an accurate log of uniform/equipment distribution and deposit information (as necessary). Collects and logs in uniforms at the conclusion of the season, as well as return of deposit checks (as necessary). Issues coaches bags and practice/game day equipment (i.e., practice dummies, etc.). Orders and re-orders uniforms, equipment, and all necessary accessories, as approved by the Board. Assists coaches on game days and practices with any emergency equipment needs. Generally performs all duties incident to the office of the Equipment Director and such other duties as from time to time may be assigned by the President.

**Field Director:**

The Field Director coordinates set-up of field prior to the first game including maintenance and lining of the playing field. Prepares, distributes and monitors parent volunteers for game day duties related to the field (chain crew and announcer). Insures field is ready for each game, including field markers and lining, volunteer tables and tents, chain crew, scoreboard operator, and announcer. Insure that the P.A. system is in working order, and that security and traffic assistance is available, as necessary. Works with emergency personnel to insure proper access to the field, if necessary. Coordinates clean up after each game and trash removal as needed. Maintains adequate supply of first aid equipment during game days. Coordinates yearly football camp. Acts as liaison to coordinate practice facilities. Generally performs all duties incident to the office of the Field Director and such other duties as from time to time may be assigned by the President.

**Fundraising Director:**

The Fundraising Director coordinates, schedules and oversees all aspects of fundraising events and activities. Maintains inventory, places orders and oversees spirit wear sales. Coordinates parent volunteers and manages spirit wear booth. Coordinates team picture day. Works with the Treasurer on finances, and coordinates all end-of-year awards.  The Fundraising Director shall perform such other duties as from time to time may be assigned by the President.

**Snack Stand Coordinator:**

The Snack Stand Coordinator oversees all aspects of concession. Maintains inventory and coordinates procurements with Treasurer. Sets prices for all concession menu items. Coordinates, maintains and oversees concession volunteer schedules. Coordinates volunteers and their duties. Supervises operation of concession stand on game days. Selects an assistant or volunteer to act in their absence. Generally performs all duties incident to the Snack Stand Coordinator and such other duties as from time to time may be assigned by the President.

**Communications/Publicity Director:**

This position oversees all aspects of public relations for league including press releases, maintaining the league website and any other media outlets, communication with the public, connections to local charity drives, and relations with other leagues and non-profits to benefit the children in the program.  Works closely with the Secretary on communication and feedback.  May be assigned additional duties as needed by the President.

**Sponsorship Director:**

The role of the Sponsorship Director is to solicit and secure local sponsorship to support the operations of the UPYFA. Maintaining records of monies secured through Sponsorship initiatives and reporting to the Treasurer. Generally performs all duties incident to the office of Sponsorship Director and such other duties as from time to time may be assigned by the President.

**Member at Large:**

The Member at Large will be responsible to help with other board duties as well as undertake special projects from time to time that may be assigned by the President. The Member at Large, like any other board member, has a responsibility to act with care and loyalty to the organization.

**Article 9: Fiscal Year**

For the purpose of the requirements of the Internal Revenue Code relating to non-profit organizations the business of the UPYFA shall be conducted on a fiscal year basis and such fiscal year shall expire December 31 of the calendar year.

**Article 10: Indemnification**

To the fullest extent permitted by law, the Club shall indemnify its “agents” as described by law, including its directors and officers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding” and including any action by or in the right of the Club, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Club shall have the power to purchase and maintain insurance on behalf of any agent of the Club, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

**Article 11: Committees**

Certain activities of the U.P.Y.F.A. will be carried out by committees, which shall be appointed or disbanded, with such powers, duties and subject matter, as the Board determines. Such committee chairperson shall appoint the members of the committee. Any member of the Board may attend any meeting of any committee. Committee functions can include, but are not limited to: fund raising, the conduct of any individual fund raising or social activity or any other activity that the Board believes could benefit from a specialized committee.

No public statement as to any position taken by the Club shall be issued except with the authority of the Board.

**Article 12: Miscellaneous**

Neither committee nor member can contract for indebtedness of the Club unless approved by the Board. Upon dissolution of the Club, all the held assets will be donated to another/other non-profit organizations as stated previously.

In the event someone runs for an officer role and is not elected, that person may also run for a director at large role immediately following the officer vote.

The Club is governed by the league rules in which each division participates and the youth division shall participate in a league as determined by the Board.

**Article 13: Amendments of Bylaws**

These may be altered, amended or repealed by the Board at any meeting of the Board attended by not less than two-thirds of all officers and directors in office and at which such alteration, amendment or repeal is approved by not less than two-thirds of all officers and directors in office. Amendments, alterations and repeals shall be submitted in writing and read at three (3) consecutive meetings prior to taking a vote of action on said amendment, alteration or repeal.

**Coaching Philosophy**

The coaches are dedicated to promoting the core values of our organization.  Wins and losses are not a priority for our coaches; developing life skills and individual character is what guides our coaching decisions and actions. Coaches are expected to lead by example in both words and actions on and off the football field.   Coaches accept responsibility of the development of our athletes as both players and persons while under their direction.  Our goal is to be an organization that not only develops Upper Perkiomen football players and cheerleaders that parents and coaches will be proud of, but also guides our athletes to becoming positive contributors to any team they choose to be a part of.