

**BYLAWS**  
**OF**  
**Cumberland Valley Midget Football Association**

**ARTICLE I**  
**OFFICES**

**Section 1. Registered Office.** The Cumberland Valley Midget Football Association shall at all times maintain in the State of Pennsylvania, a registered agent, whose business office shall be the registered office of the Cumberland Valley Midget Football Association. This organization shall be known as Cumberland Valley Midget Football Association, Inc. hereinafter called CVMFA.

**Section 2. Other Offices.** The CVMFA may also have such other offices within or without the State of Pennsylvania as the Board of Directors may, from time to time, designate, and as the business and affairs of the CVMFA may require.

**ARTICLE II**  
**PURPOSES**

**Section 1. Nature of Corporation.** The CVMFA formed under the Pennsylvania Nonprofit Corporations Law of 1988, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued there under. These by-laws do not limit or restrict the activities, powers, or authority of the Association to deal with people nor are they restricted to stated purposes not specifically mentioned. The Association shall not engage in activities that would disqualify it as a nonprofit organization under the Pennsylvania Nonprofit Corporations law; or any subsequent version thereof; or as an exempt association under the Federal Internal Revenue Code.

**Section 2. Primary Purposes.** The purpose of the CVMFA shall be to develop the ideals of good sportsmanship, character, loyalty, attitude, and teamwork in the children of the community so that they may become finer, healthier, happier children through a positive athletic experience while stimulating community interest in sports.

### **ARTICLE III OBJECTIVES**

**Section 1.** To educate young persons concerning football and/or cheerleading through instruction and organized participation and to develop skills and proficiency while having fun.

**Section 2.** To sponsor competitive and/or recreational football teams for ages 6 through 13 years of age and cheerleading squads from grades K – 8.

**Section 3.** To serve as a feeder program for the Cumberland Valley High School football and cheerleading programs.

**Section 4.** To abide by the rules and regulations of the CVMFA, and/or any and all other local, state, and/or national football and/or cheerleading organizations that the CVMFA elects to join.

**Section 5.** To assure that participation shall not be restricted by virtue of race, sex, creed, religion, national origin or ethnic group.

**Section 6.** We will strive to do all of these things with the welfare of the children first and foremost in our minds and without adult ambition for personal glory.

### **ARTICLE IV BOARD OF DIRECTORS**

**Section 1. General Powers.** The Board of Directors shall have the general power to manage and control the affairs and property of the CVMFA, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors. The Board of Directors shall consist of an Executive Board and a General Board.

**Section 2. Number, and Term of Office.** The Executive Board of Directors shall consist of five (4) members: President, Vice President, Treasurer, and Secretary. The General Board Members shall consist of six (6) members: Football General Manager, Cheerleading General Manager, Football/Cheerleading Registrar, Team Parent Coordinator, Football Equipment Manager, Cheerleading Equipment Manager and eight (8) Members at large to include the Immediate Past President. . Each Director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified. To be eligible for the Executive Board you must have served on the General Board for one (1) year. If the Immediate Past President is not active an additional General Board Member may be elected.

**Section 3. Vacancies.** Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired

term of his predecessor in office.

**Section 4. Compensation.** Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses.

**Section 5. Resignation; Removal.** A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the CVMFA or by presenting his written (including electronic communications such as email or text) resignation at an annual, regular, or special meeting of the Board of Directors. Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a  $\frac{3}{4}$  majority of the Directors then in office.

## **ARTICLE V VOTING RIGHT AND ELECTION PROCEDURES**

**Section 1.** All Executive Board and General Board members are voting members and entitled to one (1) vote on any issues at Board meetings except the President who will cast a deciding vote on issues, when the Board is deadlocked. All matters concerning CVMFA policy shall be decided by a vote of the Board of Directors. No motion shall be carried without a favorable vote of a simple majority of the Board of Directors present, however, expulsion of a Board member shall require a three-fourths ( $\frac{3}{4}$ ) majority vote of the Board members present.

### **Section 2. Election Meeting**

An election meeting of the CVMFA shall be held in January of each year. All members of the Board of Directors shall be entitled to one vote for purposes of the elections.

### **Section 3. Proxy Votes**

Proxy votes will not be permitted for any reason whatsoever.

### **A. Executive Board**

1. Prior to the election, nominations for the Executive Board will be accepted from the floor.
2. A candidate for the Executive Board must have served as a member of the CVMFA Board of Directors one full business year prior to the election.
3. Voting will be conducted by secret ballot for each position.
4. Candidates shall be elected by a simple majority vote of all voting members present at the January meeting, provided there is a quorum as required by Article V Section 2.B.3 and Article VI Section 2.
5. Ballots shall be counted by a committee chaired by the Immediate Past President, if not a candidate for election to the Executive Board, and three members of the Board of Directors who are not candidates for election to the Executive Board. Election results shall be announced immediately after the votes are counted.

6. In the event an Executive Board position is not filled by reason of a candidate not having the necessary majority votes, additional nominations from the floor shall be accepted. The election process for the vacant position shall be re-voted in accordance with these Bylaws.

**B. General Board Members**

1. Following the election of the Executive Board, nominations for the General Board Members will be accepted from the floor.
2. Voting will be conducted by secret ballot.
3. Candidates will be elected by a simple majority vote of all voting members present at the January meeting, provided there is a quorum as required.
4. Ballots shall be counted by a committee chaired by the newly elected Vice President, and one other member of the newly elected executive Board of Directors. Election results shall be announced immediately after the votes are counted.
5. In the event a General Board Member position is not filled because of a failure of a candidate to obtain the necessary majority votes, or for any other reason, the position will be filled at a subsequent Board meeting.

**Section 3. General**

1. Any unfilled General Member position and/or any vacancy in any Executive Board or General Member position during the business year will be filled by nomination and majority vote of the Board of Directors at a meeting of the CVMFA between February and December. The term of this elected Board of Directors member shall expire at the end of the business year in accordance with all other positions.

**ARTICLE VI  
MEETINGS**

**Section 1.** There shall be at least one (1) regular meeting per month during the months of January through November. Additional meetings shall be scheduled as necessary.

**Section 2.** A majority of the membership of the Board of Directors shall constitute a quorum at any meeting, and a quorum shall be required to hold a duly constituted meeting of the Board.

**Section 3.** Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, within the CVMFA boundary area, as the date, hour, and place for holding any special meeting of the Board called by them.

**Section 4.** All regular Board meetings will be scheduled for a reasonable duration to last no more than three hours. Any business that is not accomplished within the set meeting time shall be tabled until the next regular meeting or tabled to be discussed at a Special meeting.

**Section 5.** CVMFA general meetings shall be open for attendance by any parent, guardian or representative of a CVMFA participant or interested party. This procedure allows such persons to attend for purposes of listening to CVMFA Board business only. In order to address the Board

and/or speak during any Board meeting, the person(s) must request to be placed on the board's agenda for that meeting prior to the time of the meeting. The Board reserves the right to exclude all nonmembers by calling an executive session during or at the conclusion of any Board meeting for good cause.

#### **Section 6. Executive Board Meetings**

- a. The General Board shall be notified, in advance, of the date and time of all Executive Board meetings. Prior to the Executive Board meeting, an agenda shall be distributed to the General board at least 2 days in advance of the meeting. Emergency meetings should be handled the same way, and the agenda can be distributed within hours of the meeting, and the agenda must state 'Emergency Meeting'.
- b. Meeting minutes shall be captured and distributed to the General Board within one week of the Executive Board meeting.
- c. The Executive Board will not have the power to make organizational decisions during these meetings. All decisions require voting which will be done by the General Board.

#### **Section 7. Agenda for Monthly Meetings**

##### **A. January**

- a. Elections—elect Executive Board and General Board members. Elected Executive Board members and General Board members will take office immediately.
- b. Standing committees will be appointed at the next meeting.

##### **B. February**

- a. Standing Committee Appointments—President appoints the chairpersons and committee members.

##### **C. March**

- a. Fundraiser—Fundraising Committee will report on suggestions for fall fundraiser.
- b. Equipment Manager's Annual Report—written report itemizing all equipment purchased during the previous season and recommendations for new equipment purchases.

##### **D. April**

- a. The nominating Committee presents scholarship applications to the Board for selection and approval.
- b. Treasurer's Annual Report—written report that shows the financial status of the CVMFA. This report shall contain all receipts and expenditures for the previous 12 months of the year, as well as, the sources for each. Such report shall be audited by the designated appointees of the President, to be called the 'Auditing Committee'.
- c. Respective committee chairpersons will submit proposed budgets.

##### **E. May**

- a. Bylaws Revisions—Bylaws Committee will submit the proposed revisions to the Bylaws for Board consideration.
- b. Treasurer will present an Operating Budget for the current year.
- c. The Alternative Selection Committee will present their candidates for the head coaches.

##### **F. June**

- a. Bylaws Approval—the Board of Directors will vote on final approval of all proposed changes in the bylaws.

- b. Cheerleading GM shall submit competition budget proposal to be included in general Operating Budget.
- c. The Cheerleading General Manager will present recommendations for squad sizes.
- d. The Cheerleading General Manager will present the candidates for head coaches of cheerleading squads.

#### **G. July**

- a. The Football General Manager will present recommendations for the maximum number of players for each of the football teams at the July meeting.

**Section 7. Notice.** Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or other means of electronic transmission to each Director at his address as shown in the records of the CVMFA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**Section 8. Quorum and Proxies.** A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

**Section 9. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 11. Informal Action.** Any action may be taken without a meeting of the Directors if consent in writing (including electronic forms of writing such as email or text as long as it can be archived for our records) setting forth the action so taken shall be signed by all of the Directors.

**Section 12. Board of Directors Attendance.** Members of the Board of Directors shall be granted no more than three (3) excused absences during a business year. A business year is defined as the period beginning February 1 and ending January 31. Any member missing a regularly scheduled meeting must contact and inform the Secretary or the President who will approve or disapprove the request for an excused absence, based on the reasons provided. Any member having more than three absences during a business year may result in dismissal from an elected office, committee, or the Board of Directors pending Executive Board review and recommendation. Any member needing to miss more than two (2) consecutive regularly scheduled meetings (leave of absence) must submit a written request to the Board of Directors prior to the absence. The Board of Directors may approve or disapprove the request based on the

reasons provided. Any unjustified failure to properly request an absence for more than two (2) consecutive regularly scheduled meetings or missing the meetings after the request for approval has been denied may result in dismissal from an elected office, committee, or the Board of Directors.

## **ARTICLE V COMMITTEES**

**Section 1. Purposes.** The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

**Section 2. Officers.** The President will designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes. These will be done at the February meeting of the Board of Directors.

**Section 3. Vacancies.** Vacancies in the membership of any committee shall be filled by the Board of Directors.

**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 the meeting at which a quorum is present shall be the act of the committee.

**Section 5. Powers.** Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

### **Section 6. Standing Committees:**

**A. Communications** - To create maintain and update the CVMFA Web page subject to the policies and procedures adopted by the CVMFA Board.

**B. Fundraiser** - Responsible for the major fund raising activities to support the CVMFA. Suggestions for the fundraisers will be presented at the March meeting. Additional fundraisers may be presented at anytime during the fiscal year. Review financial statements supplied by Treasurer prior to tax submission.

**C. Game Day Manager**- Responsible for arranging for announcer, maintenance person, security, ambulance, line painting, transporting disabled/elderly to the field, and any other things necessary for conducting a home game. Also, responsible for handling gate collections, 50/50 collections, keeping track of the 'small games of chance license', and stadium cleanup squad.

**E. Program/Sponsorship** - Responsible for soliciting parents/guardians and local businesses for advertising to support the CVMFA. Also responsible for the setup and printing of the annual program to be distributed at games and all other sponsorship activities.

**F. Arbitration/Selection** - The Function of the committee:

**1.** Nomination of football coaches presented by the Football General Manager, AND, Nomination of the Cheerleading coaches and instructors as presented by the Cheerleading General Manager for presentation to the Board for approval.

**2.** Responsible for settlement of properly documented disputes/complaints with regard to coaches and coaches/advisors. All actions/decisions of the Arbitration committee must be unanimous; otherwise the issue must be decided by a majority vote of the Board. All actions/decisions of the Arbitration committee must be reported to the Board at the next scheduled Board meeting. Any Arbitration/Selection committee decision may be appealed to the full CVMFA Board and overturned with a 2/3rds majority vote.

**3.** Arbitration /Selection Committee Members consist of the following: For Football: President, Vice President and Football General Manager. For Cheerleading: President, Vice President, and Cheerleading General Manager. Note: Alternate member will be Secretary if any conflict of interest is present with any committee member. Second Alternate member will be the Treasurer if any conflict of interest exists with both the Football General Manager and Cheerleading General Manager and the Secretary. Conflict of interest is defined as having a personal or professional relationship with that party.

**G. Concessions** - Perform all duties required to provide concessions for all CVMFA home games. Prepare weekly financial statements for the Treasurer. Work with the Team Parent Coordinator to insure adequate help for each game day.

**H. Building and Grounds** - Serve as a liaison to Good Hope Middle School, Silver Spring Township and CVHS facilities personnel. Ensure that the field is in the best operating condition possible including turf, goalposts, scoreboard, fencing, gates, and rope barriers. Work with the Game Day Coordinator to make sure the fields are ready for play. Ensure equipment is in good working order including announcer's booth, audio equipment, line painting equipment, and portable goalposts. Make recommendations to the Board for purchasing any items, equipment, or services needed to ensure proper function of the buildings and grounds.

**I. Long Term Planning** - Coordinate, research and implement long term and strategic planning goals and objectives of the CVMFA as directed by the Board of Directors

**J. Sponsorship** - Responsible for soliciting financial contributions and sponsorship from local business, large and small. Should coordinate and work with the Program and Communications chairpersons.



## **ARTICLE VIII OFFICERS**

**Section 1. Officers.** The Executive Board Officers of the CVMFA shall be a President, Vice President, Secretary, Treasurer, Financial Secretary and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

**Section 2. Election and Term of Office.** The Officers of the CVMFA shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

**Section 3. Removal.** Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the CVMFA would be served thereby.

**Section 4. 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.

### **EXECUTIVE BOARD**

**Section 5. President.** The President shall be the chief executive officer of the CVMFA and, in general, shall supervise and control all of the business and affairs of the CVMFA. The President may sign, with the Secretary or any other proper Officer of the CVMFA authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time. The President will preside at all meetings of the Board of Directors. The President will cast a deciding vote on all issues on which the Board of Directors finds themselves deadlocked. The President will appoint at the February meeting all committee chairpersons and committees. The President will also become an ex-officio member of all CVMFA committees.

**Section 6. Vice President.** In the event of the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the President from time to time.

**Section 7. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or

as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Secretary will also conduct official correspondence on behalf of CVMFA.

**Section 8. Treasurer.** The Treasurer shall be responsible for all funds and securities of the CVMFA; receive and give receipts for monies due and payable to the CVMFA and deposit all such monies in the name of the CVMFA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. The Treasurer shall receive all monies from the Financial Secretary and provide a receipt back to the Financial Secretary to verify the amount to be deposited or distributed. The Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. Prepare and present at the April meeting an Annual Treasurer's Report that shows the CVMFA financial status. This report shall contain all receipts and expenditures for the previous year as well as the sources for each. The Treasurer will maintain insurance coverage for the CVMFA personnel and property. The Treasurer will make required filings of financial information with the appropriate governmental agencies. The Treasurer will cooperate with the Financial Committee.

## **GENERAL BOARD**

**Section 9. Financial Committee.** The Financial Committee shall consist of two Board members as appointed and agreed by the General Board. It shall be the duty of the Financial Committee members to keep accounts of the Association, receive all monies due to the Association and pay the same to the Treasurer, thereupon receiving a receipt from the Treasurer verifying the amount of monies. A Financial Committee member shall furnish the receipt when required. The Financial Committee will also perform any other duties the Association may require and will include QuickBooks reconciliation.

**Section 10. The Football General Manager** ("FGM") shall:

1. Present names of candidates for football coaches and assistant football coaches along with their qualifications and assignments to the Arbitration/Selection Committee for approval. Head coaching nominations will be presented for Board approval at the May Board meeting. The Football General Manager should not be a head coach of a team unless absolutely necessary, and then, only if approved by the Board. Based upon the total number of participants at each level, the FGM will present recommendations for the maximum number of players for each of the football teams at the June meeting. Coordinate all activities of the football coaches and players regarding practices and games; however, the Board of Directors shall have the right to overrule any decision judged not to be in the best interest of CVMFA. Serve as liaison between the football coaching staff, Board of Directors, football parents and other interested parties. Discussions between these parties should be conducted in private. The FGM or his designee shall be responsible for attending all regular and special league meetings and reporting the nature of the business covered to the Board of Directors. If requested by the FGM an assistant FGM may be appointed by the Board of Directors. Recommendations will be accepted from the FGM. The assistant FGM will be responsible to aid the FGM as directed.

The assistant FGM will not be a voting member of the Board of Directors unless otherwise elected as a member of the Board of Directors pursuant to these Bylaws. The FGM will conduct at least one (1) meeting with the football parents at the beginning of the season. The FGM will ensure that the Coaches' Code of Conduct binds all coaches in the CVMFA. All coaches are required to sign the Code of Conduct before coaching. The FGM shall establish deadlines for team selections. The FGM and/or his designee shall also attend and manage the JV draft.

**Section 10. The Cheerleading General Manager ("CGM") shall:**

Present the names of nominees for cheerleading advisors and coaches along with their qualifications and assignments to the Arbitration/Selection Committee for Board approval. Head coaches will be presented for Board approval at the June Board meeting. The Cheerleader General Manager should not be a head coach unless absolutely necessary, and then, only if approved by the Board. Present plans for squad sizes based upon the number of registered participants and other factors at the June Board meeting. Coordinate the activities of the cheerleading advisors and coaches regarding games and practices; however, the Board of Directors shall have the right to overrule any decision that is judged to be not in the best interest of the CVMFA. Serve as the liaison between the cheerleading coaches, instructors, Board of Directors, cheerleading parents and any other interested parties. All discussions between these parties should be conducted in private. The CGM will conduct at least one (1) meeting with cheerleading parents at the beginning of the season. CGM may appoint committee chairpersons for the various functions, as recommended by the Cheerleading GM with approval of the Board of Directors. If requested by the CGM, the Board of Directors may appoint an Assistant Cheerleading General Manager. Recommendations will be accepted from the Cheerleading General Manager as directed. The assistant CGM will not be a voting member of the Board of Directors unless otherwise elected as a member of the Board of Directors pursuant to these Bylaws.

**Section 11. The Football and Cheerleading Registrars shall:**

Set registration dates, times, and locations for football and cheerleading registrations. Advertise registration dates and recruit children through the schools and community within CVMFA territory. Organize and supervise registrations to include the following:

- 1) Provide all personnel necessary to ensure a successful registration for football players and cheerleaders.
- 2) Make arrangements with maintenance personnel for entering buildings, obtaining tables, chairs, and locking up, etc.
- 3) Ensure that all monies collected for registrations are promptly submitted to the CVMFA Treasurer with documentation.
- 4) Provide options to parents for obtaining football/cheerleading physicals where applicable.
- 5) Compile and maintain all official football team and cheerleading squad rosters and distribute it to all board members in a timely fashion.
- 6) Complete and submit the following all league forms to CVMFA league representatives --.
  - a) All CVMFA registration forms to Football and Cheerleading General Managers, Head Football and Cheerleading Coaches, and keep and maintain an updated set of registrations on file prior to start of practice.
  - b) All late registrations to the Football and Cheerleading General Manager and Head Football and Cheerleading Coaches as soon as received and processed.

- c) Provide rosters to the CVMFA board members.

**Section 12. The Football Equipment Manager shall:**

Be responsible for ordering, receiving, maintaining, distributing, and collecting all football equipment, medical supplies, and any other miscellaneous equipment that may be necessary to CVMFA operation. If requested by the Football Equipment Manager, an Assistant Football Equipment Manager may be appointed by the board of Directors. Recommendations will be accepted from the Football Equipment Manager. The Assistant Football Equipment Manager will be responsible to aid the Football Equipment Manager as directed. The Assistant Football Equipment Manager will not be a voting member of the Board of Directors unless otherwise elected to the Board of Directors pursuant to these Bylaws. Prepare an Annual Equipment Report to be submitted at the March Board Meeting with recommendations for new equipment purchases. Be limited in equipment expenditures within guidelines of the approved budget. Any additional football equipment expense in excess of \$500.00 will require Board approval. Maintain a written inventory of all football equipment. Recommend for purchase any new items or equipment necessary to provide the best practices possible. Seek recommendations from coaches regarding new equipment.

**Section 13. The Cheerleading Equipment Manager shall:**

Be responsible for ordering, receiving, maintaining, distributing, and collecting all cheerleading uniforms, equipment, medical supplies, and any other miscellaneous equipment that may be necessary to CVMFA operation. If requested by the Cheerleading Equipment Manager, an Assistant Cheerleading Equipment Manager may be appointed by the Board of Directors. Recommendations will be accepted from the Cheerleading Equipment Manager. The Assistant Cheerleading Equipment Manager will be responsible to aid the Cheerleading Equipment manager as directed. Prepare an Annual Equipment Report to be submitted at the March Board Meeting with recommendations for new equipment purchases. Be limited in equipment expenditures within guidelines of the approved budget. Any additional cheerleading equipment expense in excess of \$500.00 will require Board approval. Maintain a written inventory of all Cheerleading equipment. Recommend for purchase any new items or equipment necessary to provide the best practices possible. Seek recommendations from coaches regarding new equipment.

**Section 14. Team Parent Coordinator shall:**

Appoint committee chair persons to handle the following functions.

1) Pictures – Contact photographer, select date for Picture Day, set up time schedule for all football teams and cheerleading squads to have their individual and team pictures taken.

Distribute order forms and

schedules to Team Parents and Coach. Supervise the collection of money and picture order forms. Distribute developed photos to Team Parents and Coaches for further distribution to all parents, and coordinate a retake day if needed.

2) Be responsible for communicating with the football and cheerleading team parents and advisors.

3) Schedule and conduct a Team Parent and Coaches meeting during the week following team selections.

4) The Team Parent Coordinator should explain that individual teams may not raise monies for their individual team by representing themselves as CVMFA. All fundraising efforts should be concentrated on the major event for the year.

5) CVMFA Appreciation Night at CV High School – The Team Parent Coordinator will make all of the necessary arrangements with the office of the CV High School Athletic Director.

6) Senior Recognition Day – Select a Home game in which to honor the football players and cheerleaders who will be age-ineligible or weight ineligible for CVMFA participation next year. Games should be selected for all Midget Level Teams and squads. Coordinate with the Team Parents and Coach of those teams/squads for the names of the Midget Senior participants and the parents that will be escorting them. These lists should be given to the announcer and the presentation should be held prior to the start of the selected Home game. If possible and within available budget/funding, arrange for a photographer to provide a 5x7 photo to be taken of all Midget Senior participants and their parents.

7) Trophies – Select trophies or some form of ‘player appreciation/participation’ memento for all eligible CVMFA participants. Select trophies or some form of ‘player appreciation/participation’ memento for all coaches and advisors based on available budget/funding. Obtain updated rosters from the Registrar, and verify the information with all Team Parents and Coaches as to participation and correct name spelling. Distribute awards to all Team parents and Coaches for team parties.

**Section 15. The Immediate Past President shall:**

The Immediate Past President will not be a voting member of the Board of Directors unless otherwise elected as a member of the Board of Directors pursuant to these Bylaws. Provide counsel to the President with issues coming before the board. Provide historical context of past board actions and decisions. Aid president in understanding how to represent the CVMFA in all contacts with the CV School Board, townships, and all football organizations that CVMFA chooses to participate. Serve as a resource for all board members with information regarding their positions and duties.

**ARTICLE IX  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the CVMFA, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the CVMFA and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and Similar Documents.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the CVMFA, shall be signed by such Officer or Officers and/or agent or agents of the CVMFA and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the CVMFA shall be deposited from time to time to the credit of the CVMFA in such banks, trust companies or other depositories as the Board of Directors may select. Funds will not be deposited until proper documentation from the Financial Secretary

has been done and receipt for funds given by the Treasurer.

**Section 4. Gifts and Contributions.** The Board of Directors may accept on behalf of the CVMFA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the CVMFA. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Pennsylvania, and any other relevant jurisdiction.

## **ARTICLE X BOOKS AND RECORDS**

The CVMFA shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

## **ARTICLE XI FISCAL YEAR**

The fiscal year of CVMFA shall begin on the first day of February and end on the last day of January in each year.

## **Article XII PARLEMINATRY AUTHORITY**

The rules contained in the current edition of “Roberts Rules of Order, Newly Revised” shall govern CVMFA in all cases to which they are applicable and in which they are not inconsistent with the CVMFA Articles of Incorporation, CVMFA Bylaws, and any/or special rules of order the CVMFA may adopt.

## **Article XIII DIRECTOR LIABILITY**

**Section 1. Directors Personal Liability**—Pursuant to Section 513 of the Pennsylvania Business Corporation Law (15 Pa. C.S.A. §513) a CVMFA director shall not be personally liable for damages from any action taken, or any failure to take action, provided, however, that this provision shall not eliminate or limit the personal liability of a Director to the extent such Director engages in the type of conduct described by Section 513 of the BCL, including willful misconduct, self-dealing, recklessness, criminal activity, or failure to pay taxes pursuant to Federal, State or Local law.

**Section 2. Preservation of Rights**—Any repeal or modification of this article by the CVMFA Board of Directors shall not adversely affect any right or protection existing at the time of such repeal or modification to which any director or former director may be entitled under this article. The rights conferred by this article shall continue as to any person who has ceased to be a director of the corporation and shall insure benefit of the heirs, executors, and administrators of such person.

## **Article XIV INDEMNIFICATION**

### **Section 1. Mandatory Indemnification of Directors and Officers**

The corporation shall indemnify, to the fullest extent now or hereafter permitted by law, each director or officer, (including attorneys' fees and disbursements) of the corporation who was or is made a party to or a witness in or is threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the corporation against all expenses (including attorneys' fees and disbursements), judgment, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or 15 proceeding. Notwithstanding the above, indemnification shall not be made in any case where the act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

### **Section 2. Mandatory Advancement of Expenses to Directors and Officers**

The corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a director or officer of the corporation referred to in Section 1 hereof in defending or appearing as a witness in any civil action, suit or proceeding. The expenses incurred by such a director or officer shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking, by or on behalf of such director or officer to repay all amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation pursuant to Section 1 hereof and/or other applicable law.

**Section 3. Permissive Indemnification and Advancement of Expenses** The corporation may as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, administrative, or investigative by reason of the fact that such person is or was an authorized representative of the corporation, both as to action in an official capacity and as the action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by a reason of such person's participation in an action, suit, or proceeding referred to in

this Section 3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately been determined that such person is not entitled to be indemnified by the corporation pursuant to an agreement of the parties, Section 1 hereof and/or other applicable law.

#### **Section 4. Scope of Indemnification**

Indemnification under this article is provided pursuant to the provisions hereof and/or Section 518 of the Pennsylvania Business Corporation Law (15 Pa. C.S.A §518) (or any successor provision or statute), and this Article is intended to provide indemnification in accordance with its terms whether the corporation would have the power to so indemnify under any other provisions of law except such law and whether or not the indemnified liability arise or arose from any threatened, pending or completed action by or in the right of the corporation. Indemnification under this article shall not be made by the corporation in any case where the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Section 1 hereof and/or applicable law, or any successor statute as in effect at the time of such alleged action or failure to take action.

#### **Section 5. Insurance; Funding to Meet Indemnification Obligations**

The corporation shall purchase and maintain insurance on behalf of its directors, officers and other authorized representatives against any liability asserted against such persons and incurred by such persons in their official capacities, or in another capacity while holding that position, or arising out of such person's status as such. The Board of Directors shall have the power to borrow money on behalf of the corporation including the power to pledge the assets of the corporation from time to time to discharge the corporation's obligations with respect to indemnification and the advancement and reimbursement of expenses, and the purchase and maintenance of insurance on behalf of each director or officer in any capacity.

#### **Section 6. Miscellaneous**

Each director and officer of the corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote or disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an unauthorized representative of the corporation and shall insure to the benefit to their heirs, executors and administrators of such person. Any repeal or modification of this article by the Board of Directors of the corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

#### **Section 7. Definition of Corporation**

For purposes of Article IX and X, reference to "the corporation" and/or "CVMFA" shall include, in addition to the resulting corporation, and constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its authorized representatives so that any person who is or was an authorized representative of such constituent corporation shall



stand in the same position under this Article with respect to such constituent corporation if it separate existence continued.

**Section 8. Definition of Authorized Representative**

For the purpose of this Article, the term “authorized representative” shall mean a director, officer, employee, coach, or agent of the corporation or any subsidiary of the corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the corporation or by any subsidiary of the corporation, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the corporation.

**Article XV  
DISSOLUTION STATEMENT**

In the event that CVMFA should ever dissolve, disband or cease to exist, all of the assets of the CVMFA shall be transferred to another non-profit youth sports association of like purpose within the Cumberland Valley School District for youth football/cheerleading activities.

**ARTICLE XVI  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of Pennsylvania or under the provisions of the Articles of Incorporation or the Bylaws of the CVMFA, 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 deemed equivalent to the giving of such notice.

**ARTICLE XVIII  
AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds vote of the Board of Directors present at any annual, regular or special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.