

# **WESTBOROUGH RANGERS**

## **Youth Football**

**and**

## **Cheerleading**

## **Association, Inc.**

Westborough, MA

**Amended and Restated Constitution and Bylaws**

(Revised March, 2011)

## **ARTICLE I - Name**

The name of this Massachusetts non-profit corporation, formed pursuant to Massachusetts General Laws Chapter 180, shall be "Westborough Rangers Youth Football and Cheerleading Association, Inc."

## **ARTICLE II - Statement of Affiliation**

Westborough Rangers Youth Football and Cheerleading Association, Inc. (the "Association") shall be affiliated with American Youth Football, ("AYF") and shall be governed by and comply with the principles, rules and regulations enunciated and decreed by AYF, and the Central Mass. Youth Football and Cheer Conference ("CMYFCC"), as chartered by AYF in which the Association maintains membership.

## **ARTICLE III - Site of Principal Operation**

The principal operation of the Association shall be in and about the Town of Westborough, County of Worcester, Commonwealth of Massachusetts, but may extend into such areas as are permitted by the rules and regulations of AYF and CMYFCC. The principal mailing address of the Association shall be located at PO Box 175, Westborough, MA 01581.

## **ARTICLE IV - Purposes**

**Section 1 - Football/Cheerleading Objectives:** The Association is organized to develop and operate a football and cheerleading program in affiliation with AYF in conformity with and pursuant to the principles, rules and regulations enunciated by said AYF. In conjunction with such purposes, the objective of this Association, through the medium of a supervised competitive football and cheerleading program, guided and governed by AYF and CMYFCC, is to seek to implant in the youth of the communities involved (regardless of gender, race, creed, religion, or national origin) the ideals of **good sportsmanship, honesty, loyalty, courage, scholarship, and reverence**, so that they may be finer, stronger and happier youth who will grow to be good, healthy adults.

It is also the objective of the Association to enable its football players to compete within their own respective grade levels, for the purpose of enabling the players to play with and against players of their own age who possess similar development skills, as well as to avoid any instance where players are subject to play against "older, lighters" (children who are of a higher grade level, but are allowed to play down as a result of their weight). This objective is intended to augment safety for the players.

**Section 2 - Other Objectives:** The Association may also conduct such other activities and programs in furtherance of the purposes described above in Article IV, Section 1 as may be carried out by a corporation organized under Massachusetts General Laws Chapter 180 and described in Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE V - Membership**

**Section 1 - Election.** Any person interested in advancing the purposes of the Association may become a member of the Association by a majority vote of the members present at the Association's annual meeting. Parents and/or legal guardians of children registered to participate in the Association automatically become members of the Association.

**Section 2 - Withdrawal.** Any member wishing to withdraw may do so at any time by giving written notice to the Clerk, which shall be duly recorded in the records of the Association.

**Section 3 - Annual Meeting:** The annual meeting of the Association shall be held between February 1 and February 28 of each year, unless otherwise proscribed for by the reasonable discretion of the directors, at a location,

date and time to be announced in the notice of such meeting . The notice of the annual meeting shall be sent to each member at his last known address at least seven days before the time of such meeting, and shall also be posted on the Association's website as soon as practicable. The election of directors and other routine business of the annual meeting shall be valid even though no notice of the same shall have been sent, and by this By-Law shall be considered notice of any annual meeting to any persons who may at any time be members.

Section 4 - Special Meeting (Directors Majority): Special meetings of the membership may be called at any time by a majority of the directors then in office, upon seven days notice mailed to each member at his last know address, but no business shall be transacted at such meeting unless set forth in the notice.

Section 5 - Special Meeting (Membership): It shall also be the duty of the President to call a special meeting of the membership whenever requested by twenty-five percent (25%) of the membership.

Section 6 - Voting Rights: At all meetings of the members, only such person shall be entitled to vote, in person, who appear as members on the records of the Association at the time notice of said meeting is given.

Section 7 - Quorum: A majority of the members of the Association shall constitute a quorum. All action at a membership meeting shall be taken by a majority vote of those present, except as otherwise required by law or provided herein.

Section 8 - Member Waiver: Any member may waive the requirement of any notice provided for by these By-Laws or by the statutes of the Commonwealth of Massachusetts to the extent authorized by law.

Section 9 - Board Nominations: Any member or director of the Association may submit a nomination for an elected member of the Board of Directors at the annual meeting. The Clerk shall be responsible for the preparation and presentation of the final ballot to the Association membership at the annual meeting.

## **ARTICLE VI - Directors**

Section 1 - Eligibility: Any member who is interested in advancing the purposes of the Association, as described above in Article IV, is eligible for nomination and election to the Board of Directors.

Section 2 - Number and Election: There shall not be less than five (5) nor more than fifteen (15) directors to be elected by a majority vote of the members of the Association at the annual meeting. All directors shall hold office for a period of one year, but they or any of them may be removed at any time by a two-thirds (2/3) vote of the Board of Directors with or without cause.

Section 4 - Meetings of the Board of Directors: The directors may fix the time and method of calling their own meetings and in the absence of any meeting so fixed, a directors meeting may be held at any time and place provided that all the directors waive notice.

Section 5 - Notice of Meetings: Any director may waive the requirement of any notice provided for by the By-Laws or by the statutes of the Commonwealth of Massachusetts to the extent authorized by law.

Section 6 - Quorum: A majority of the directors then in office shall constitute a quorum. All action at a meeting of the Board of Directors shall be taken by a majority vote of those present, except as otherwise provided herein or required by law.

Section 7 - Duties: The Board of Directors shall:

- A) Elect officers from their own number who shall hold office at the pleasure of the Board of Directors.
- B) From time to time appoint such additional officers, agents, and committees as they shall in their discretion consider necessary.
- C) Shall have the power to exercise full control and management of the property, affairs, and business of

the Association except such as are conferred by law and these By-Laws, or upon an officer of the Association.

D) Have the power in the event of the absence of any officer of the Association, to delegate the powers of duties of such officers to any other officer or director for the time being, but only if two-thirds (2/3) of the Board of Directors concur therein.

E) The Board of Directors may fill all vacancies in their own number and in any office, regardless of how many vacancies may occur by resignation, discharge, death, failure to elect, or otherwise.

## **ARTICLE VII - Officers**

**Section 1 - Officers:** The officers of the Association shall consist of a President, Vice President, Treasurer, Clerk, Cheer Director, Assistant Cheer Director, and Board of Directors. Nothing in these By-Laws shall prohibit a person from holding more than one (1) office.

**Section 2 - Term:** The President, Vice President, Treasurer, Clerk, Cheer Director and Assistant Cheer Director shall be elected by the Board of Directors and shall continue in any office at the pleasure of the Board. Such officers shall hold office until the election of their successors, but they or any of them may be removed at any time by the Board of Directors with or without cause.

### **Section 3 - Duties:**

A) *President.* The President shall preside at all meetings of the Board of Directors and shall act as Chairman at and call to order meetings of the membership. He/she shall sign and execute all contracts in the name of the Association when authorized to do so by the Board of Directors, and appoint and discharge agents and employees, subject to approval of the Board of Directors, and he/she shall be responsible for the general management of the affairs of the Association and perform all duties incidental thereto, including the authority to sign checks, notes, and orders for the payment of money in absence of the Treasurer. Subject to the provisions of these By-laws, the President shall hold office until the first Board of Directors meeting occurring after the 1<sup>st</sup> day of January of each calendar year. There shall be no limits on the number of consecutive terms served by a President. The President shall be the representative of the Association to AYF, and shall have authority to vote in behalf of the Association in accordance with the rules and practices of AYF.

B) *Treasurer.* The Treasurer shall have the care and custody of the funds and securities of the Association and deposit the same in the name of the Association in such bank or banks such as the Directors may elect. He/she shall sign checks, drafts, notes and orders for the payment of money; he/she shall at all reasonable times exhibit the books and accounts to any Director or member of the Association upon application at the office of the Association during business hours. He/she shall, if requested, give bonds for the faithful performance of his/her duties as the Board of Directors shall determine. He/she may spend up to three hundred dollars (\$300.00) without a vote of the Board of Directors. All expenditures over \$300.00 shall be made only upon written signature of two of the following officers - President and/or Vice President and/or Treasurer.

C) *Clerk.* The Clerk shall keep the minutes of meetings of the membership and the Board of Directors. He/she shall attend to the giving and serving of all notices of the Association. He/she shall have charge of such books and papers as the Board may direct. He/she shall attend to such correspondence as may be assigned to him/her; and perform all the duties incidental to his/her office.

D) *Vice President.* The Vice President shall have general responsibility for the football players and coaches and have full authority of making sure the coaches and players strictly adhere to the Rules and Regulation, and practices as set forth by AYF, CMYFCC and the Association. He/she shall be responsible for the use of fields used for practice and games of the Association's football players and cheerleaders. He/she shall have general responsibility of all football rosters and equipment fitting, maintenance, and certification. In the absence of the President, he/she shall preside at the meetings of the Board of Directors.

E) *Cheer Director.* The Cheerleader Director shall have general responsibility for the cheerleaders and their coaches and have full authority of making sure the coaches and cheerleaders strictly adhere to the rules, regulations and practices set forth by AYF, CMYFCC and the Association. He/she shall have general responsibility of all cheerleading rosters, equipment, and practice schedules.

F) *Assistant Cheer Director.* The Assistant Cheer Director shall have general responsibility of assisting the

Cheer Director. In the absence of the Cheer Director, he/she shall have authority to act in the Cheer Director's stead.

### **ARTICLE VIII - Powers**

The Association shall have the following powers in addition to the powers expressly or implicitly conferred on it by law:

Section 1 - Rules: To make and enforce rules and regulations to govern itself on a local basis, which are consistent with and not contrary to any rules and regulations promulgated by AYF and CMYFCC.

Section 2 - Money: To solicit contributions, secure sponsorships and raise funds in support of the Association.

Section 3 - Contracts: To enter into contractual agreements as deemed necessary to sustain operations, such as, but not limited to, transportation, equipment purchases, medical services/supplies, and field access.

Section 4 - Verification: To conduct background checks on any/all volunteers when deemed necessary.

### **ARTICLE IX - Background Check(CORD) Representative:**

The President shall appoint a Background Check Representative to conduct sexual offender background checks as required by Massachusetts law, as well as any applicable guidelines provided by AYF and/or CMYFCC. He/she may also be responsible for soliciting donations for the program.

### **ARTICLE X - Scholastic Program Director:**

The President shall appoint a Scholastic Program Director to verify that all Scholastic Fitness Forms, as required by AYF, are completed on time. He/she may also be responsible for soliciting donations for the program.

### **ARTICLE XI - Amendments**

For an amendment to be adopted a two-thirds (2/3) vote of the Board of Directors is mandated. All new/amended/changed amendments are effective immediately upon successful passage of the Board, unless otherwise designated. Any obvious mistakes in the By-laws may be corrected by two-thirds (2/3) of a quorum of the Board of Directors.

### **ARTICLE XII - Coaches Code of Conduct**

All coaches, football and cheerleading, will abide by the following Coaches Code of Conduct as enunciated by AYF. If any of these rules are broken, the CMYFCC to which the Association maintains membership shall have the authority to impose a penalty not inconsistent with the rules and regulations of AYF and/or CMYFCC.

Section 1 - Not smoke and/or use smokeless tobacco on the field.

Section 2 - Not criticize players/cheerleaders in front of spectators, but reserve constructive criticism for later, in private, or in the presence of team/squad members if others might benefit.

Section 3 - Accept decisions of the game officials and judges on the field and in competitions as being fair and called to the best ability of said officials.

Section 4 - Not criticize an opposing team, its players, coaches, cheerleaders, or fans by word of mouth or by gesture.

Section 5 - Emphasize that good athletes strive to be good students and that both are physically and mentally alert.

Section 6 - Strive to make every football/cheerleading activity serve as a training ground for life, and a basis for good mental and physical health.

Section 7 - Emphasize that winning is the result of good "teamwork".

Section 8 - Not engage in excessive sideline coaching and shall not leave the bench area to shout instructions from the sidelines.

Section 9 - Together with team officials, be jointly responsible for the conduct and control of team fans and spectators. Any fan who becomes a nuisance and out of control will be asked to leave.

Section 10 - Not use any abusive and profane language at any time.

Section 11 - Not "pile it on" (not encourage their team to get a commanding lead and raise the score as high as it can). In these instances, every effort shall be made to let all players play.

Section 12 - Not receive any payment in cash or kind for services as a football/cheerleading coach.

Section 13 - Not permit or encourage "sweating down tactics" in order for a player to make team weight.

Section 14 - Not permit an ineligible player to participate in a game.

Section 15 - Not deliberately incite unsportsmanlike conduct.

Section 16 - Abstain from the possession and drinking of alcoholic beverages and the possession or use of any illegal substance on both the game and practice fields.

Section 17 - Remove from a game or practice any participant when even slightly in doubt about his/her health, whether or not as a result of injury, until competent medical advice is available.

Section 18 - Control the fans. Remember, as a team coach, you're responsible for your team, and fan reaction will usually be in step with your reaction.

Section 19 - Uphold all rules and regulations, national and local, regarding youth football and cheerleading.

### **ARTICLE XIII - Books and Records**

The Association may, when deemed appropriate, keep correct and complete books, records or such other acceptable form of accounts and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors entitled to vote. All books and records, in whatever form, of the Association may be inspected by any director, or his agent or attorney for any proper purposes at any reasonable time.

### **ARTICLE XIV - Personal Liability**

The directors and officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Association, may look only to the funds and property of the Association 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 or payable to them from the Association.

### **ARTICLE XV - Indemnification of Directors, Officers, Employees or Other Agents**

Each person now or hereafter a director and officer of the Association, and each person now or hereafter a coach or assistant coach of a team organized by the Association, and each person selected to be a referee for the games of an Association football or cheering team, and each volunteer providing services to the Association, shall be indemnified by the Association against all expenses and losses reasonably incurred or suffered by him or her in connection with any claim, action, suit, or proceeding, civil or criminal, actual or threatened, to which he or she may be made a party by reason of his or her being or having been such director, officer, coach, assistant coach, referee or volunteer as aforesaid, except that no indemnification shall be provided by reason of his or her alleged acts with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her actions were in the best interests of the Association, provided, however, that the Association may compromise and settle any such claim, action, suit, or proceeding and pay such expenses and losses, if such settlement and payment appear to be for the best interest of the Association in the judgment of a majority of the disinterested members of the Board of Directors, whose judgment on the matter shall be final.

## **ARTICLE XVI - Dissolution**

The Association may be dissolved by a vote of the Board of Directors in the manner provided by the Articles of Organization and Chapter 180 of the Massachusetts General Laws. Upon the dissolution of the Association, the Board of Directors, after making provision for the payment of all the liabilities of the Association, shall arrange for the distribution of all of the assets of the Association exclusively for the tax-exempt purposes of the Association either by direct distribution or by distribution to one or more organizations which are exempt under Code Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future Federal internal revenue law), to the Federal Government or to a state or local government, for a public purpose, as the Board of Directors may determine, and, if required by state law, subject to an order of a justice of the Supreme Judicial Court of The Commonwealth of Massachusetts. Any of such assets not so distributed within a reasonable period of time after the dissolution of the Association shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Association last was located, exclusively in such manner as in the judgment of such court will best accomplish the purposes for which the Association was organized.