

Final Draft 2016 BYLAWS OF
VISTA POP WARNER LITTLE SCHOLARS FOOTBALL & CHEER ASSOCIATION
A California Non-Profit Corporation

ARTICLE 1 - REGISTERED NAME

This organization shall be known as the "Vista Pop Warner Little Scholars Football and Cheer Association" hereinafter referred to as "Vista Pop Warner".

ARTICLE 2 - REGISTERED OFFICE

The corporate address of the Vista Pop Warner Association (also referred to as "the Association") for the purposes of all official actions and receipt of all documents and official correspondence shall be 1234 N. Santa Fe #111 Box 200, Vista California 92083. Or such other address designated by the Board of Directors of the corporation (hereinafter "The Board of Directors") at such place with San Diego County, California as is convenient for the conduct of the business of the Corporation. The board of Directors may, from time to time upon majority vote, change the address of the Corporation, and reflect such change as an Exhibit to these Bylaws. The Corporation may have no other offices, either within or out of the State of California.

ARTICLE 3 - PURPOSE

3.1 Mission Statement: The mission of the Vista Pop Warner Association is to sponsor, encourage, promote, organize and operate 'Pop Warner' children's sports teams in Vista, California, for the purpose of implanting firmly in the youth of the community the ideals of good sportsmanship, honesty, loyalty and courage, so that they may be finer, stronger, healthier, and happier youths who may reflect credit on themselves, their parents and their community. This objective will be achieved by providing a supervised competitive sports program, being in the mind that the attainment of exceptional athletic skill or the winning of games is secondary and the molding of future men and women is of prime importance.

The secondary objective is to stress the importance of scholastic achievement. Boys and girls are required to maintain academic standards in order to participate. To that end, the Board of Directors may request, and by

participating in the Vista Pop Warner Association, the parents consent to the child's most recent report card to substantiate minimum scholastic achievement

3.2 Vision Statement: Our vision is to be champions in life using the value system earned as a scholar athlete as the vehicle for success in any endeavor.

ARTICLE 4 – ORGANIZATION:

4.1 This Corporation is organized exclusively for charitable purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code. Section 2: No substantial part of the activities of this Corporation shall consist of carrying propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign, including the publishing or distribution of statements on behalf of any candidate for public office.

4.2 Property: The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501 (C) (3) of the Internal Revenue Code.

4.3 Affiliations: Vista Pop Warner is a program serving the city of Vista, CA. Vista with memberships in the following associations:

- (a) Palomar Pop Warner Conference
- (b) Wescon Regional Pop Warner
- (c) Pop Warner Little Scholars, Inc

4.4 Other Affiliations: Members, whether voting or Participant, shall not be required to be affiliated with another organization or group to qualify as a member of Vista Pop Warner.

ARTICLE 5 – GOVERNMENT

5.1 Board and Number: The management of property and affairs of Vista Pop Warner shall be vested in the Board of Directors. The number of Directors shall not be less than six (6) or more than seventeen (17). The Directors shall, upon election enter upon the performance of their duties on the first day of the upcoming year.

5.2 The Executive board: Shall be the President, Vice President, Secretary, Treasurer, Vice President of Cheer. The Executive Board may also include up to (2) additional Directors elected by 2/3's majority of the board of Directors. In the event of an Executive Board vacancy, during election or not, the position will first be open to current board members. If the Executive position cannot be filled from within, the Board can open the position to the General Membership. Said person from the General Membership will need a majority vote if having previously served on a Board of Directors, or a unanimous vote of the Board, without previous experience.

- (a) The Executive Board shall advise and assist the Officers of Vista Pop Warner in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board.
- (b) At all meetings of the Executive Board, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

5.3 Officers: The Executive Officers of Vista Pop Warner shall consist of President, Vice President, Secretary, Treasurer, and Vice President of Cheer; all who shall hold office for the ensuing year or until their successors are duly elected, each of whom shall be members of the Board of Directors, and the President shall also be the Chairman of the Board of Directors. There shall be up to eleven (11) other voting (one vote per household) officers of the Corporation as provided herein, and all are required to be members of the Board of Directors. The eleven (11) other board positions may be, Snack Bar Manager, Football Commissioner, Players Agent, Little Scholars Rep, Business Manager Rep, Team Parent Rep, Fundraiser/Alumni Chair, Field Manager, Equipment Manager, Board Member at Large, Publicity Coordinator or any combination of the above. The above eleven (11) board positions are combinable and or changeable with Board approval and their responsibilities are listed in the Policies and Procedures Manual.

(a) The number of directors may be changed from time to time to any number not less than six (6) by an amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent directors. Each director shall hold office from January 1 to December 31 of the year immediately after the year in which they were elected at the annual meeting, unless said director resigns or is removed. Directors must be Members of the Corporation.

(b) The following is the election schedule for each Board Position:

At The End of the even year	At The End of odd year
(1) President	(1) Vice President
(2) Secretary	(2) Treasure
(3) Fundraiser/Alumni Chair	(3) Player Agent
(4) Vice President of Cheer	(4) Football Commissioner
(5) Little Scholars Rep	(5) Publicity Coordinator
(6) Equipment Manager	(6) Team Parent Rep
(7) Snack Bar Manager	(7) Field Manager
(8) Business Manager Rep	

(c) Board Members at Large will be re-elected at the end of the current season.

(d) If there are open positions on the board, that position must be filled by any current member at large. There will be at no time a member at large position on the board when there are open positions. Once all positions are filled, then a member at large can be filled.

5.4 Vacancies. Any vacancy occurring on the Board may be filled by the affirmative vote of the majority of the remaining directors. A Director elected to fill a vacancy shall be elected for the unexpired term of said director's predecessor in office and for his or her position as an officer of the Corporation. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special Members Meeting called for that purpose.

5.5 Duties and Powers.

It shall also be the responsibility of the Executive Board, under the leadership of the President, to establish and provide guidance to the corporation to best achieve the goals and purposes of the Corporation.

The Board shall have the power, by a vote of two-thirds of Board Members to discipline, place on probation, suspend, or remove any Director, Officer, Committee, or Member of Vista Pop Warner in accordance with the procedure set forth in the Enforcement Policy of the National Pop Warner Rules Book.

5.6 Meeting, Notice of Meetings. The Board of Directors shall be required to attend the annual meeting to be held no later than the second (2nd) week of January of the next year. In addition each Board Member is required to attend nine (9) of the twelve (12) scheduled monthly meetings occurring on the 2nd Wednesday of each month prepared to report on their area of responsibility. Board members cannot miss two (2) meetings in a row without a majority Board vote to excuse absence. Failure to do so is cause for termination and suspension procedures.

- (a) A majority of the Directors (more than 50%) shall constitute a quorum for the transactions of business at any Board meeting. If less than such majority is present at a meeting, any motions must be tabled until a quorum is in place.
- (b) The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- (c) Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board Meeting.
- (d) All meetings of the Board shall be open to all Members; excluding executive sessions. However, Members shall not vote or comment on the Board proceedings unless the meeting is specifically convened for comment by Members.
- (e) Decisions of the Board of Directors which are continuing or sustaining in nature shall be placed in a separate folder to be known as the Board policy. The Board Policy Folder shall be present at all Board meetings and kept by the Secretary of the Corporation. Additions, deletions, changes or modifications to the official Board Policy may be made by the Board at any duly constituted Board of Directors meeting.

ARTICLE 6 – MEMBERSHIP:

6.1 Eligibility: Any member, not considered a participant, must be at least 18 years of age to vote. Eligibility for membership in the organization is defined as any family unit, custody parent, or legal guardian living within the established boundaries of the corporation, having a child currently registered and in good standing.

6.2 Fees and Assessments: Each member must pay, within the time frame and on the conditions set by the Board of Directors, the dues, fees and assessments in the amounts to be fixed from time to time by a majority

vote of the Board of Directors. The fees and assessments shall be equal for all members of each classification, but the Board of Directors may, in its discretion, set different fees and assessments for each classification.

6.3 Classes of Membership: There shall be three classes of membership

- (a) **Participant Members:** Any participant candidate meeting the requirements of Part III, Article 6 in the Official Rules, and who reside within the authorized boundaries of, Vista Pop Warner shall be eligible to participate but shall have no rights, duties or obligations in the management or in the property of Vista Pop Warner.
- (b) **General Members:** Any person actively interested in furthering the objective of Vista Pop Warner shall become a regular member upon registration of their child that meets the requirements of Article II, Section 1, by election to the board of directors or by appointment of the board of directors.
- (c) **Volunteer Members:** Shall consist of elected and appointed Board of Directors, Coaches, Assistant Coaches, Business Managers, Team Parents and other volunteers as selected and recognized by the National Pop Warner Rulebook. All officers, board members, coaches and other elected or appointed officials must be active General members in good standing.
 - i. Required to pass background check in accordance to Article 21 of the Pop Warner Little Scholars Official Rules Book
 - ii. Require to fulfill all prerequisites as may be assigned by Vista Pop Warner or any recognized affiliate organization

6.4 Termination and Suspension: Only the proper authority, and in accordance with the procedures outlined in the National Administrative Manual, shall administer disciplinary actions within the corporation.

- (a) The Board of Directors, by a majority vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend, place on probation or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interest of Vista Pop Warner and/or in violation of the Code of Conduct set forth in the Pop Warner Little Scholars Rules

book. Disciplinary Actions may be taken for violating rules included but not limited to those listed under the manuals of all affiliated associations.

- (b) The Board of Directors, by a majority vote of those present at a regular scheduled board meeting, may terminate any member who becomes ineligible for membership, suspend or expel any member who shall be in default in the payment of dues for the fixed fiscal year.
- i. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.
 - ii. Upon written request and filed with the Secretary, a member may be reinstated within the league, pending availability, and shall be reassigned once the financial obligations have been met.
- (c) All Volunteer members with the exception of board members shall lose tenure immediately as of the conclusion of team business at
- i. The end of the season, including playoffs and championships or;
 - ii. December 31 of each year, whichever date is earlier.
- (d) In a case of a Participant Member, the head coach of the team of which the participant is a member shall appear, as an advisor with the participant before the Board of Directors, which shall have the full power to suspend or revoke such participant's right to future participation.
- (e) Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member of any obligation to pay any registration fees owed or any other charges accrued and unpaid.
- (f) Resignation from the board must be in writing and received by the Secretary. A Board member shall be terminated from the board due to excess absences, more than two unexcused meetings within a year. A board member may be removed for other reasons by a majority vote of the remaining directors. If a board member is removed from or resigns from their position, they shall not be permitted to serve as a board member in the future; unless the circumstances are deemed to be out of the individuals control by the current Board of Directors

ARTICLE 7 – ANNUAL AND SPECIAL MEETINGS

7.1 Meeting of Membership: All voting membership are encouraged to attend meetings of the Board of Directors unless the Board goes into Executive sessions which are Executive Officers only meetings.

7.2 Annual meetings: The annual meeting of the General Members of the Vista Pop Warner shall be held the third Sunday of October of each year commencing at 10:00 am, at the place the Secretary designates in writing at least ten (10) days prior to such meeting for the purpose of electing Board Directors for vacant positions or expiring terms and any other business presented before it.

- (a) **Election:** Only General Members over the age of eighteen (18) shall be entitled to vote. Voting members are only entitled to vote for new members of the Board and any business placed before membership. Adequate and informed notice of such other business must be contained in the notice of the meeting required by Section 7.3 below, in order to be deemed properly before the membership for voting. Each Voting Member shall be entitled to one vote for each open position on the Board.
- (b) Directors must qualify to be General Members in good standing.
 - i. If there are open positions on the board, that position must be filled by any current member at large. There will be at no time a member at large position on the board when there are open positions. Once all positions are filled, then a member at large can be filled.
- (c) **Absentee Ballot:** For the express purpose of accommodating a Voting Member in good standing who cannot be in attendance at the annual meeting, an absentee ballot may be requested and obtained from the Election Chairman. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Election Chairman at least three (3) days prior to the date of the Annual Meeting and the election of Members to the Board of Directors. The Election Chairman shall present all absentee ballots to the Election Committee on the date of the Annual Meeting prior to the conduct of the election
- (d) **Nominations:** A nominating committee of not less than one (1) current Board member and not less than two (2) regular members shall be appointed by the Board each year in sufficient time prior to the

annual meeting to solicit prospective candidates as new members of the Board to fill expiring terms of the current Board. All persons nominated as candidates for the Board shall have specifically given their consent to be nominated. The members of the nominating committee shall give due consideration to the corporation and its interests in presenting a slate to the Members. Notwithstanding, individual members may nominate any consenting person to the Board, provided said nomination is received by the Election Chairman no less than one (1) week prior to the scheduled date of the annual meeting.

- (e) **Board of appointment:** Any vacancy occurring on the Board may be filled by the affirmative vote of the majority of the remaining directors. A Director elected to fill a vacancy shall be elected for the unexpired term of said director's predecessor in office and for his or her position as an officer of the Corporation. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a Special Members Meeting called for that purpose.
- (f) **Rules of Order:** Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflict with the By-Laws of the Vista Pop Warner Association.

7.3 Notice of Special and Annual Meeting: Notice of each special meeting of the Members shall be emailed or otherwise delivered to each member at the last recorded email address at least ten (10) days in advance thereof setting forth the place, time and purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Members, from time to time, at regularly convened meeting. Personal delivery shall be deemed complete if a copy of the notice is given to each child who plays on a team and the notice is also posted at the snack bar for the two (2) consecutive game days wherein all of the teams play a game (except for byes), and within the two (2) weeks prior to the date of.

7.4 Special Meetings. Special Meetings of the Members may be called at the request of five (5) of the Directors or by the Secretary or President at their discretion. Upon the written request of not less than one-third (1/3) of all the Members of the Association, the Secretary or President shall call a Special Meeting to consider a specific subject. No business other than that specific in the notice of the Special meeting shall be transacted at any Special meeting of the Members.

7.5 Quorum for Annual Meeting: There is no quorum requirement. All decisions at annual meetings shall be deemed binding by a majority vote of those Members present at the meeting or by absentee

Article 8 - FUNDRAISING

8.1 Approval of fundraising: All contributions shall be made in accordance with the Pop Warner League Charter and in accordance to the State of California 501(c) rules and regulations. Any FUNDRAISING or money-making venture in conjunction with any Pop Warner activity must be approved in advance by the Board of Directors and shall adhere to the following guidelines. As a non-profit organization, Vista Pop Warner is required by the State of California to be accountable for all monies donated to it, by contributions, car washes, cook outs, etc. So all fundraisers will be conducted with the below perimeters

- (a) Each team will be allowed to Fundraise for their team. Up to \$100 per rostered participant may be used for team expenses associated with an end of year party/banquet, participant and coaches gift.
- (b) If a team/squad qualifies for post-season events requiring travel more than 200 miles from our conference area; that team will be allowed to fundraise to help offset costs for rostered participants and rostered staffs (as set in the beginning of the season) travel expenses as set forth per the policy and procedures manual.
- (c) If a team/squad does not make it past Regional Championships, any funds exceeding the \$100 per participant allowance will go into the "General Travel Fund".
 - i. General Travel Fund - This fund will consist of money fundraised by past participants that was not used. All money in this fund will be used solely to pay for teams traveling to out-of-conference games, championship games or cheer competitions. This can help offset parents paying for the travel costs upfront and being reimbursed at a later date. Money from the team funds to cover their travel will then be transferred to this general travel fund to reimburse the league for the travel expenses.
- (d) Participants may have an individual sponsor for that participant to continue on with competitions. The company or individual will have to make their check payable to Vista Pop Warner and submit in writing

whom they are sponsoring and what event the sponsorship is for; in the event that participant does not attend event the money will be placed into the “General Travel Fund.”

- (e) Teams may have sponsors for that team to continue on in competitions. The company will have to make their check payable to Vista Pop Warner and attach a letter along with the check naming the team it is for. In the event that team does not attend event the money will be placed into the “General Fund”
- (f) You must submit an Event Request in writing, to the board Business Manager Rep five (5) days prior to your fundraiser for approval. The board will contact you with regards to the approval. The Board of Directors may approve or reject any requests
 - i. When the fundraiser is completed, all funds from the said fundraiser shall be turned over by the following Tuesday or Saturday (which ever is sooner) to the Treasurer, President, Vice President, Vice President of Cheer, Business Manager Rep, or a board member appointed by the Executive Board.
 - ii. A request may be made to the Treasurer for an account balance. The Treasurer/ Business Manager Rep will provide this within 48hrs.
 - iii. The Business Manager from each team may request funds from their account and they will fill out a Request Funds Form with an itemized expense report with receipts attached (per the IRS) and signed by their Head Coach. The Head Coach is responsible for the funds taken out of their teams account. The Treasurer or Board Member appointed by the Finance Committee will provide requested funds within no more than 5 days with 48 hours being the desired time frame for all team checks.

ARTICLE 9- OTHER COMMITTEES

9.1 Registration Committee: The board of Directors may appoint a Registration Committee, to be chaired by the Player Agent, consisting of not less than one (1) Director and other appointed General Members.

9.2 Finance Committee: The Board of Directors may appoint a Finance committee to be chaired by the Treasurer, consisting of not less than two (2) and not more than (5) Directors and other appointed Regular Members. The Treasurer shall be an ex-officio member of the committee. The Committee shall investigate ways and means of financing various projects including but not limited to team sponsorships, equipment and facilities purchases and long and short term investments, in accordance with Regional and National policies. It shall be responsible for taking up collections at games, if such collections are authorized by the “Vista Pop Warner Association” and shall turnover said collections to the Treasurer, President, Vice President, Vice President of Cheer, Business Manager Rep, or a board member appointed by the Executive Board immediately after each event following the policies and procedures outlined in the Vista Pop Warner Financial manual. The Committee may also be responsible for reviewing operating budgets at the request of the Board and making recommendations on those budgets to the Board.

9.3 Building and Property Committee (optional): (May be combined with Grounds Committee). The Board of Directors may appoint a Building and Property Committee to be chaired by the Field Manager consisting of not less than one (1) Director and other appointed Regular Members. The Committee shall investigate and recommend available suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee. It shall be responsible for repair and improvement recommendations, other than normal maintenance, and supervise and preference of approved projects.

9.4 Grounds Committee: (Maybe combined with Building and Property Committee.) The Board of Directors may appoint a Grounds Committee to be chaired by the Field Manager, which shall be responsible for the care and maintenance of playing field(s), buildings and grounds as permitted by the owner of said property. It shall operate within the amount appropriated in the approved budget.

9.5 Equipment Committee: The Board of Directors may appoint an Equipment Committee to be chaired by the Equipment Manager, consisting of not less than one (1) Director and other appointed Regular Members. It shall make recommendations to the Board for the purchase of needed supplies and equipment. The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof.

9.6 Coaches Committee. The Board of Directors may appoint a Coaches Committee, to be chaired by the Football Commissioner and Vice President of Cheer, consisting of not less than one (1) Director and other appointed Regular Members.

The Committee shall interview and investigate prospective coaches for appointment and subsequent approval by the Board of Directors.

It shall, during the playing season, observe the conduct of the coaches and report its findings to the President of Vista Pop Warner.

It shall, at the request of the President of the Board of Directors, investigate complaints concerning coaches and other volunteers and make a report thereof to the President or Board of Directors as the case may be.

9.7 Auditing Committees. The Board of Directors shall appoint an Auditing Committee, to be chaired by the Secretary, consisting of up to Three (3) additional Directors. The President, Treasurer or signatory of checks are not eligible. The Committee will review the books and records of Vista Pop Warner at minimum annually, prior to the Annual Meeting, and attach a statement of their findings to the annual financial statement of the President and Treasurer: or may, if directed by the Board of Directors or membership, secure the service of a Certified Public Accountant to accomplish such review. Additional audits may be requested by the Board of Directors and the statement of findings will be presented at the next regular meeting.

9.8 Hearings Committee. Committee, chaired by the President, shall consist of an odd number, not less than three (3), to ensure due process in any rules or policies violations. This committee is fluid per incident due to possible conflicts concerning members involved.

9.10 Scholastic Committee. The Board shall appoint a Scholastics Committee to be chaired by the Little Scholars Rep, consisting of up to three (3) additional members, one of which is from the Board and three additional members. The purpose of this committee will be to enforce National Scholastics requirements and set up local academic programs for local recognition in addition to National program.

9.11 All Committees listed shall research and review, ways and means, to improve Vista Pop Warner. The Chairpersons of said committees should report findings and recommendations back to the Board of Directors for its consideration. The Board of Directors then may have thirty (30) days to act on the recommendations.

ARTICLE 10- EXECUTIVE OFFICERS, DUTIES AND POWERS

President: Shall be the principal executive officer of the Corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the Corporation. When present, the President shall preside over all Members meetings and overall Board of Directors meetings. With the signature of the Secretary, the President may sign all contracts, or other, instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or is required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall review for accuracy and eligibility all coaching applications, noting his or her recommendations and present the application to the other members of the Board for action. It shall be the President's responsibility to oversee the enforcement of Pop Warner playing rules and related league rules, decide team and player eligibility, hear and decide game protests, impose appropriate eligibility and play restrictions and generally provide for the overall safety-first operation of the local program. The President shall be a member, ex officio, of all committees of the Corporation, except the Nominating and Audit committees.

- (a) Conduct the affairs of Vista Pop Warner and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of Vista Pop Warner at the annual meeting.
- (c) Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of Vista Pop Warner.
- (d) Designate in writing other officers who have power to make and execute for/and in the name of Vista Pop Warner such contracts and leases they may receive and which have had prior approval of the Board, if necessary.
- (e) Investigate complaints, irregularities and conditions detrimental to Vista Pop Warner and report thereon to the Board or Executive committee, as circumstances warrant.

- (f) Prepare, with the Executive Directors, an annual budget. Submit it to the Board of Directors and be responsible for the proper execution thereof.
- (g) With the assistance of the Board, examine the application and support of proof-of-age and any other required document of every participant candidate and certify to residence and age eligibility before the participant may be accepted.
- (h) The President will be named “owner” and administrator on any and all accounts opened under the Vista Pop Warner Little Scholars and affiliated names. The President is an authorized signer of checks and may have a debit card assigned for Vista Pop Warner accounts.

Vice-President: Assist the President with the supervision, business and affairs of the Corporation. In the absence or disability of the President, and provided he/she is authorized by the President or the board so to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers or that office, and shall have such other duties as from time to time may be assigned by the board of Directors or by the President. If the President resigns, dies, or is removed from office, the Executive Vice President shall become the President for the balance of the former President's unexpired term.

- (i) The Vice President will be named administrator along with the President on any and all accounts opened under the Vista Pop Warner Little Scholars and affiliated names. The Vice President is an authorized signer of checks and may have a debit card assigned for Vista Pop Warner accounts.

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of Vista Pop Warner and maintaining appropriate files, mailing lists and necessary records.
- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- (c) Maintain a register of the post office address of all Members and list of all Regular, Sustaining and Honorary Members, Directors and committee members and give notice of all meetings of the Vista Pop Warner Board of Directors and Committees.

- (d) Keep the minutes of the meetings of the Members, the Board of Directors and Executive Committee, and cause them to be recorded in a book kept for that purpose.
- (e) Shall conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (f) Notify Members, Directors, officers and committee members of their election or appointment.
- (g) Be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized
- (h) The Secretary will have viewing rights on any and all accounts opened under the Vista Pop Warner Little Scholars and affiliated names. The Secretary is responsible for verification/reconciliation of deposits and expenses.

Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of Vista Pop Warner

- (a) Perform such duties as are herein specifically set forth and such duties as are customarily incident to the office of Treasurer or may be assigned by the Board of Directors.
- (b) Give receipts for moneys due and payable to Vista Pop Warner in agreement with policies established in the Vista Pop Warner Financial manual
- (c) Account for all monies and securities when collected by the Business Manager Rep, and may deposit it in depository approved by the Board of Directors established in the Vista Pop Warner Financial manual
- (d) Keep records for the receipt and disbursement of all monies and securities, approve all payments from allotted fund and draw checks therefore in agreement with policies established in the Vista Pop Warner Financial manual. All disbursements by checks must have dual signatures and must be filled out when presented for signatures. The signatures will be those of the President, Vice-President, or Vice-President of Cheer.

- (e) Prepare an annual budget, under the direction of the President, for submission to the Membership and the board of Directors at the Annual meeting.
- (f) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting.

Vice President of Cheer. The VPC assumes the duties of Cheer and Dance Coordinator and shall:

- (a) Report to the League Director, Regional Cheer and Dance Coordinator and National Cheer and Dance Commissioner.
- (b) Be responsible for counseling association on rules and regulations, directing successful registrations, coaches' clinics, competitions, and other association operations.
- (c) Advise Association, ensuring that all national regulations, region and league policies relating to cheer and dance are being enforced, that the education of coaches and children is being advanced, and that safe and fair completion is available wherever desired. Also, the Association Cheer and Dance Coordinator are responsible for acting as a liaison between League Cheer and Dance Coordinator and Pop Warner Field personnel.
- (d) The Cheer and Dance Coordinator will have viewing rights on any and all accounts opened under the Vista Pop Warner Little Scholars and affiliated names. The Cheer and Dance Coordinator is an authorized signer of checks and may have a debit card assigned for Vista Pop Warner accounts.

Article11- FINANCIAL AND ACCOUNTING

11.1 The Executive Board of Directors shall decide all matters pertaining to the finances of Vista Pop Warner and it shall place all income in a common treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in completion with such individual or team.

11.2 The Board shall not permit the contribution of funds or property to individual teams but shall solicit some for the common treasury of Vista Pop Warner thereby to discourage favoritism among teams and to endeavor to equalize the benefits of Vista Pop Warner.

11.3 No director, Officer or Member of Vista Pop Warner shall receive, directly or indirectly, any salary, compensation or emolument from Vista Pop Warner for services rendered as Director, Officer, member or coach.

11.4 All monies received shall be deposited to the credit of Vista Pop Warner in the local financial institution selected by the Board of Directors and all disbursement shall be made by check, debit or credit established in the Vista Pop Warner Financial manual. All outgoing checks shall have a dual signature and all debit/credit will need submittal of invoice/receipt for each transaction.

11.5 The fiscal year of Vista Pop Warner shall begin the first day of February and end on the last day of January.

11.6 Distribution of Property upon Dissolution. Upon dissolution of Vista Pop Warner and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of Vista Pop Warner to another Federally Incorporated entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501(c) (3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE 12- CONTRACTS, LOANS, CHECKS, DEPOSITS, OPERATIONS

12.1 CONTRACTS. The Board may authorize any officer or officer's-agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. All such authority may be general or confined to specific instances.

12.2 LOANS. No Loans shall be contract on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

12.3 LOANS TO OFFICERS AND DIRECTORS. No loans shall be made by the Corporation to its officers, directors or members. Officers and directors shall receive reimbursement for pre-approved out-of-pocket expenses. Otherwise, officers and directors shall not receive any compensation from the corporation for services provided to the corporation and no officer or director shall receive or derive any pecuniary gain from the corporation as a result of being an officer or member of the Board and shall not be entitled to any distribution of corporation assets upon any dissolution of the Corporation.

12.4 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be handled in with policies established in the Vista Pop Warner Financial manual

12.5 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited in accordance to policies established in the Vista Pop Warner Financial manual to the credit of the Corporation in such banks & trust companies or other depositories as the Board may select.

12.6 FINANCIAL STATEMENTS. The Board shall cause the books of the Corporation to be examined and audited by an independent certified accounting firm, using generally accepted accounting principles, each year, within thirty (30) days of the expiration of each fiscal year. The corporation's taxes and non profit registration with the attorney general shall be submitted within thirty (30) days of completion of the examination.

ARTICLE 13- SEAL AND RECORDS

The seal of the Corporation shall consist of the name of the Corporation, the state of its incorporation and the year of its incorporation. The books and records of the Corporation, including the minutes of all meeting of the Board, the current names and addresses of all directors and offices, and the Bylaws of the corporation, shall be kept at the principal office of the Corporation, which shall be open for inspection by any member.

ARTICLE 14- WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of these Bylaws or under the provisions of the Article in Incorporation or under the provision of the General Corporation Law of California, a waiver thereof in writing, signed by the person or persons entitled to give such notice, whether before or after the time stated therein, shall be deemed equivalent to he giving of such notice.

ARTICLE 15 – AMENDMENTS

These By-Laws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized Meeting of the Board of Directors, provided notice of the proposed change is included in the notice of such meeting.

ARTICLE 16- NON-DISCRIMINATION

The Corporation shall select Members, officers of the Corporation, staff members, volunteers and any other person otherwise associated with the Corporation entirely in a nondiscriminatory manner without regard to age, sex, race, religion, national origin, sexual orientation, gender identification, political affiliation, physical disability or health conditions.

ADOPTING RESOLUTION

The undersigned, being all of the Directors of the Corporation, hereby make and adopt the following:
RESOLVED that the foregoing are hereby adopted as the Bylaws of the Vista Pop Warner Little Scholars and Cheer Corporation effective on this

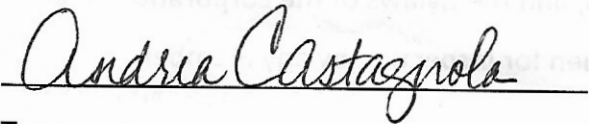
14th Day of March, 2016.



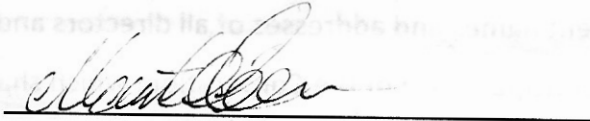
Vice President



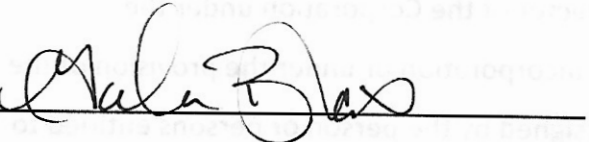
Secretary



Treasurer



Vice President of Cheer



President