



WHITNEY JUNIOR WILDCATS YOUTH FOOTBALL ASSOCIATION, INC.
A California Corporation

ARTICLE I. PRINCIPAL OFFICE

Section 1.01. The board of directors shall fix the location of the principal executive office of the corporation at any place within or without the State of California. If the principal executive office is located outside this state, and the corporation has one or more business offices in this state, the board of directors shall fix and designate a principal business office in the State of California.

Section 1.02. The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is authorized to do business.

ARTICLE II. PURPOSES

Section 2.01. The purposes of this corporation are to coordinate and foster the development of youth football activities in the city of Rocklin California.

ARTICLE III. MEMBERS

Section 3.01. The Corporation shall have three classes of non-voting members:

- (a) Player members - any player meeting the requirements of Sierra Youth Football & Cheer regulations regarding age, weight, and residence shall be eligible to compete for participation, but shall have no rights, duties, or obligations in the management or in the property of this corporation.
- (b) Parent or Guardian member - Those persons who have one or more children participating in the corporation's youth football program.
- (c) Coach members – Any head coach or assistant coach who is actively coaching the children of the corporation's youth football program.

Section 3.02. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Public Benefit Law in the members shall vest in the Directors.

Section 3.03. Membership in the corporation may be suspended or terminated by action of the Board of Directors. The Board of Directors, by a 2/3 vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend or terminate the membership of any member whose conduct is considered



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detrimental to the best interests of the corporation and/or Sierra Youth Football & Cheer. The member involved shall be notified of such meeting, informed of the general nature of the suspect conduct, and given an opportunity to appear at such meeting to answer. In the case of a Player Member, the Board of Directors shall give notice to the Head Coach of the team of which the player is a member. The Head Coach shall appear in the capacity of an advisor with the player before the Board of Directors. The Board of Directors shall have full power to suspend or revoke such player's right to future participation in the corporation's football program.

Section 3.04 All board members and coaches must have submitted and passed an approved background check before being accepting any position with Whitney Jr. Wildcats. At no time will Whitney Jr. Wildcats allow any member to serve in any capacity who has been convicted of a felony in the last 15 years or has ever been convicted of a felony that involved a child.

ARTICLE IV. DIRECTORS

Section 4.01. Number of Directors. The authorized number of directors shall be not less than (3) three and not more than (14) fourteen until changed by amendment to this bylaw.

Section 4.02. Powers of Directors

(a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(1) Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, with the articles of incorporation and with these bylaws; and fix their compensation.

(2) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.



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(3) Adopt, make and use a corporate seal; prescribe the forms of membership certificate; and alter the forms of the seal and certificate.

(4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities.

Section 4.03. Election and Term of Office. The directors shall be elected by the acting Board of Directors at the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. A director may succeed himself in such office.

Section 4.04. Vacancies.

a) Events Causing Vacancy.

A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of any of the following:

- 1) The death or resignation of any director.
- 2) The declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under sections 5230 and following of the California Nonprofit Corporation law.
- 3) The vote of the majority of directors to remove a director.
- 4) An increase in the authorized number of directors.

b) Resignations.

Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation



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would then be left without a duly elected director or directors in charge of its affairs.

c) Filling of vacancies. Vacancies in the board of directors shall be filled by a majority of the remaining directors then in office even though less than a quorum, or by the sole remaining director.

Section 4.05 Discipline.

The executive board has the authority to impose an immediate temporary suspension upon any board member, coach, parent or member whose action is deemed to be detrimental and not in the best interest of WJW. The decision must be approved by at least three (3) executive board members. Notice of the suspension may be verbal or written so long as it is communicated directly to the suspended member within 1 hour of the decision by the board. The suspended member is entitled to appeal the decision, but the appeal must be written and delivered to the President within 48 hours after notice of the suspension. After receipt of the notice of appeal, the Board of Directors shall hold an emergency board meeting within 120 hours. The Board shall after hearing from the executive officers vote on the suspension and its duration. If upheld, the Board shall within 24 hours notify the member of the Board's decision and set an appeal hearing with notice given directly to the member by email or written letter. The member shall be informed of his rights to attend the hearing and present evidence on his behalf, including witnesses. In the event the Board overturns the temporary suspension, the member shall be notified of the revocation within 1 hour. In all other regards, the Board of Directors shall have the power to discipline, suspend or revoke any director, officer, or committee member of the corporation in accordance with the procedure set forth in Article III, Section 3.03.

6. Policy Issues.

All issues concerning the policies and operations of the corporation shall be decided by a vote of the Board of Directors. No motion shall be carried without a favorable vote by the majority of those present at a duly constituted meeting. Each member of the Board of Directors shall be entitled to cast one vote on any matter of business. The President shall vote only in the event of a tie.

4.07 Meetings.

(a) Call of Meetings. Meetings of the Board may be called by the Chairman of the Board, if any, or the President, or any Vice President, or the Secretary, or any two directors of the corporation.

(b) Place of Meetings. Regular meetings of the Board of Directors shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at the location specified in the notice of the meeting or, in the absence of such specification, at the principal



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executive office of the corporation. The Board is authorized to designate, from time to time, by duly adopted resolution, a place or places other than those specified above as the place for regular or special meetings of the Board.

(c) Annual Meeting. Unless the Board of Directors fixes another date and notifies each director as provided herein below, the annual meeting of directors shall be held on the first Tuesday of December of each year. At such annual meeting the directors shall be elected and any other proper business may be transacted.

(d) Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

(e) Notice of Meetings. Notice of special meetings or of an annual meeting held on a date different than that specified in subsection (c) shall be given to each director by firstclass mail, postage prepaid, at least four (4) days in advance of the meeting or delivered in person or by telephone or telegraph at least fortyeight (48) hours in advance of the meeting.

(f) Waiver of Notice. Notice need not be given to any director who signs, before or after the meeting, either a waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting, or who attends the meeting without protesting the lack of notice prior to or at the commencement of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting to which they pertain.

(g) Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business except as hereinafter provided.

(h) Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for such meeting.

(i) Adjournment. A majority of the directors present at any meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. If the meeting is adjourned for more than twentyfour (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors who were not present at the time of the



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adjournment.

(j) Conduct of Meetings. The President, or, in his absence, any director selected by the directors present, shall preside at meetings of the Board of Directors. The Secretary of the corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Board members may participate in any such meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation constitutes personal presence at the meeting.

(k) Compensation. Directors and members of committees shall receive no compensation for their services, but shall receive reimbursement for their expenses as shall be determined by the board to be just and reasonable. All request for reimbursement must be accompanied with receipts and a check request form.

(l) Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate such committees as it deems necessary or desirable and to delegate to them such powers as the Board of Directors may deem advisable.

(m) Rules. Roberts Rules of Order, revised, shall govern all proceedings of this organization and its constitutional parts, except as otherwise provided by these bylaws.

ARTICLE V. OFFICERS

Section 5.01. Officers.

This corporation shall have a President, a Vice President, a Secretary, Treasurer (or Secretary/Treasurer), and such other officers as the Board of Directors may from time to time designate and appoint. Any two or more offices may be held by one person except that one person may not hold both the offices of President and Vice President or President and Secretary. Office of Vice President and any office designated by the Board may be left unfilled for any period in the discretion of the Board.

Section 5.02. Election of Officers. The officers of the corporation, except those appointed in accordance with the provisions of Section 5.03, shall be elected by the Board of Directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment. The Executive board position must have served at least (1)one year on the board of Whitney Jr. Wildcats before he/she can be nominated for this position. A board applicant must have been a member of Whitney Jr. Wildcats for (1) one year (participating season) before being allowed to serve as a board member.



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Section 5.03. Subordinate Officers. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in the bylaws, or as the Board of Directors may from time to time determine.

Section 5.04. Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors at any regular or special meeting of the board.

Section 5.05. Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect on the date of the receipt of that notice or at any other time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.06. Vacancies in Office. A vacancy in any office shall be filled only in the manner prescribed in these bylaws.

Section 5.07. Responsibilities of Officers.

(a) **President.** The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs and activities and the officers of the corporation. He/she shall have the general powers and duties of management usually vested in the office of the president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws. President shall preside at all meetings of the members and at all meetings of the Board.

(b) **Vice President of Football.** The Vice President, or the Vice Presidents in the order of their seniority, may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant, and shall perform such other duties and have such other powers as the Board or the President shall from time to time designate. The primary function of this office is to over see the operation of the football program, work closely with the football coordinator and report to the President.

(c) **Vice President of Cheer.** The Vice President, or the Vice Presidents in the order of their seniority, may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant, and shall perform such other duties and have such other powers as the Board or the President shall from time to time designate. The primary function of this office is to over see the operation of the cheer program, work closely with the cheer coordinator and report to the President.



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(d) **Secretary.** The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at the directors' meetings or committee meetings, and the proceedings. He/she shall give, or cause to be given, notice of all meetings of the board of directors if required by the bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws. He/she shall also be responsible for the preparation and distribution of any and all notices given by the board to the players and/or parents of players. Minutes of meetings shall be made available to all board members no later than 7 days after the board meeting.

(e) **Treasurer.** The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. He/she shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He/she shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of her transactions as secretary/treasurer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws. If required by the board of directors, the secretary/treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in her possession or under her control on her death, resignation, retirement, or removal from office. Commingling of non-corporate funds, failure to account for all monies and/or fraudulent activities shall be prosecuted under the full extent of the law.

ARTICLE VI. EXECUTION OF INSTRUMENTS

Section 6.01. The Board of Directors may, in its discretion, determine the method and by resolution designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the corporation.

ARTICLE VII. CORPORATE RECORDS AND REPORTS

Section 7.01. Maintenance of Articles and Bylaws. The corporation shall keep at its principal office the



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original or a copy of the articles and bylaws as amended to date. Bylaws must be reviewed and can only be amended one time a year. This must take place within 120 days of the end of the fiscal year. The fiscal year is March 1st through the last day in February.

Section 7.02. Maintenance of Other Corporation Records. The accounting books, records, and minutes of proceedings of the board of directors and any committee(s) of the board of directors shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form, or in any other form capable of being converted into written, typed, or printed form. The accounting books must be reconciled monthly by an independent bookkeeping firm or audited once a year by an independent Certified Public Accountant.

Section 7.03. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 7.04. Annual budget. The treasurer must provide a complete accounting to the budget committee after the close of the fiscal year. The budget committee must contain all of the executive board and at least two additional current board members and must convene within 30 days after the close of the fiscal year. An annual budget must be prepared and presented to the board of director no later than 45 day after the close of the fiscal year. The budget requires a 2/3 approval by all members present at a duly held meeting at which a quorum is present.

Section 7.05. Annual Report. The corporation shall provide to the directors, within 60 days after the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expense or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information by California Corporations Code Section 6322, regarding transactions with interested persons and indemnification's.

Section 7.07. Verification of funds. All monies from any WJW events must be verified by two board members prior to the money being turned over to the Treasurer. All money pick-ups must be conducted by



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two board members at all times. All pick-up slips, drop slips and drop bags must be sign by all involved. At the end of the event, after all drops are verified, the original master sheet remains with the President and the individual sheets remain with the treasurer inside the drop box.

Section 7.08. Corporate Seal. The Board of Directors shall adopt a corporate seal which shall be in the following form and design:

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DBA, Whitney Jr. Wildcats

The secretary of the corporation shall have the custody of the seal and shall affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VIII.

**INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES, AND OTHER AGENTS**

Section 8.01. Definitions. For the purpose of this article.

(a) "Agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic association, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.

(b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "Expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses the defense of any claims or proceedings against an agent by reason of his position or relationship as all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this article.



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Section 8.02. Successful Defense by Agent. To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of sections 8.03 through 8.05 shall determine whether the agent is entitled to indemnification.

Section 8.03. Actions Brought by Persons Other Than the Corporation. Subject to the required findings to be made pursuant to section 8.05, below, this corporation shall indemnify any person who as or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 8.04. Action Brought by or on Behalf of the Corporation. If any agent settles or otherwise disposes a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (a) **Good Faith Conduct.** The determination of good faith conduct required by section 8.05, below, must be made in the manner provided for in that section.
- (b) **Court Determination.** Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 8.05. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in section 8.03 and 8.04, above, is conditioned on the following:



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(a) **Good Faith and Reasonable Care.** The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) **Proper Method of Determination.** The determination that the agent did act in the manner complying with subparagraph (a), above, shall be made by :

- (1) The board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (2) The court in which the proceeding is or was pending. Such determination may be made on application brought by this association or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this association.

Section 8.06. Limitations. No indemnification or advance shall be made under this article, except as provided in sections 8.02 or 8.05(b)(2), in any circumstance when it appears that (a) the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.07. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this association before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

Section 8.08. Contractual Rights of Nondirectors and Nonofficers. Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of this association, or any subsidiary hereof, may be entitled by contract or otherwise.



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Section 8.09. Insurance. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this association would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE IX. FINANCIAL POLICY

Section 9.01. Income and Expenditures. The Board of Directors shall decide all matters pertaining to finances of the corporation. All income shall be placed in a common corporate treasury. Expenditures shall be directed in such a manner as will give no particular individual or team an advantage over others.

Section 9.02. Contributions. The Board of Directors may permit the contribution of funds or goods to particular levels or teams if decided by the majority and found to be in the best interest of WJW. Such funds shall be used for the purpose stated unless released by designated party.

Section 9.03. Distribution of Funds upon Dissolution. Upon dissolution of this corporation, and after satisfaction of all outstanding debts and claims, the Board of Directors shall distribute the property of the corporation to other organizations maintaining an objective similar to that set forth herein. Preference shall be given to other local Sierra Youth Football & Cheer leagues.

ARTICLE X. RULES AND REGULATIONS

Section 10.01. Adoption of Rules. The official Rules and Regulations of Sierra Youth Football & Cheer shall be binding on this corporation.

Section 10.02. Supplemental Rules. The Board of Directors may adopt such local rules and regulations for the conduct of its meetings and the operation of its corporation as it may deem proper. Such rules and regulations shall be supplemental rules and in no way shall conflict with the official Rules and Regulations of Sierra Youth Football & Cheer. The supplemental rules shall be established, amended or repealed by a 2/3 vote of the Board of Directors at any duly constituted meeting.

Section 10.03. Distribution of Rules. The constitution and bylaws and the supplemental rules of the corporation shall be distributed annually to the Board of Directors. A copy of the constitution and bylaws and the supplemental rules shall be sent to the Highest Local Authority (HLA) whenever those documents are amended.



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ARTICLE XI. OPERATIONAL PROCEDURES

Section 11.01. Adult Team Personnel. All coaches and assistant coaches must be interviewed annually by the election committee prior to the start of the season. They must attend a mandatory orientation meeting with the board of directors prior to the start of the season.

Section 11.02. Selection Recruiting Procedures. The election committee shall see to it that all prospective coaches complete an official application, submit and pass an approved background check and submit such to the committee. The committee shall then interview all applicants and upon approval of the board of directors, shall issue a certification card to each approved coach and assign said coach to an appropriate team. The board of directors shall provide each head coach with a copy of the corporation's by-laws and operational procedures. The head coach may not at any time utilize someone as an assistant coach unless they have been approved by the board of directors, selection committee and certified.

Section 11.03. Disciplinary Action and Complaint Procedures. All complaints or protests must be submitted in writing to the corporation president within 48 hours of the incident involved. All facts must be clearly stated and the regulations broken, if any, clearly set forth. Said complaints or protests may not be handled by telephone. The president shall submit the written complaint or protest to the internal affairs committee or other authorized persons for resolution. All complaints concerning coaches shall first be turned over to the appropriate coach coordinator for resolution. If it is still unresolved to the satisfaction of the board of directors, it shall be returned to the association president for further consideration.

Section 11.04. Voting System. Each board member shall have one vote. Roll Call vote will be made upon request. In case of a tie, Roberts Rules of Order will prevail.

ARTICLE XII. HEAD COACHES, ASSISTANT COACHES AND COACH TRAINEES

Section 12.01. In accordance with Sierra Youth Football & Cheer rules and regulations:

(a) Head coaches shall be appointed by the Board of Directors in accordance with the selection committee's Recruiting Procedures stated herein above.

(b) A head coach must be at least 21 years of age. Assistant coaches must be at least 18 years of age. Teams are permitted one Coach-Trainee who must be a minimum of 15 years of age. Qualifications for these positions include good sportsmanship, leadership, and respect for the rules, regulations, and policies of the corporation and California Youth Football.



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(c) The head coaches shall be responsible for the selection of their teams and for their actions on the field. They shall assume full responsibility for equipment issued to their teams, and such equipment shall be used only for the activities of the corporation and shall be returned at the end of the season according to the procedures set forth in the supplemental rules.

Section 12.02. The board of directors shall have the power to discipline, suspend or remove any head coach, assistant coach, or coach-trainee in accordance with procedures set forth herein.

ARTICLE XII. AMENDMENT OF BYLAWS

Section 11.01. Amendment By Directors. Bylaws other than a bylaw fixing or changing the authorized number of directors may be adopted, amended or repealed by the Board of Directors.



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A California Corporation**

CERTIFICATE OF SECRETARY OF ROCKLIN YOUTH FOOTBALL ASSOCIATION, INC.,

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising 14 pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on Month/Day/Year.

DATED: November 12, 2007

Greg Hawkins
Secretary

