

Eagle River Panthers Association

By-Laws

As amended on 3-8-05

Article I - NAME

The Eagle River Panthers Association hereinafter referred to as ERPA is an organization under Alaska South Central Pop Warner Football, the Highest Legal Authority (HLA) for Pop Warner Football teams in Anchorage, Eagle River, and the Matanuska-Susitna Valley.

Article II - OBJECTIVE

Section 1

The objective of ERPA is to familiarize young participants with the fundamentals of football and spirit leading. To provide them with the opportunity to play in an organized and supervised environment and to teach them that academics and athletics should be joint, communal efforts.

Section 2

To achieve this, ERPA will provide a supervised program under the Rules and Regulations incorporated herein and referenced in any addendum to this document. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and molding of future citizens is of prime importance. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, ERPA shall operate exclusively as a non-profit educational organization providing a supervised program of competitive athletic activities. No part of the net earnings shall inure to the benefit of any individual Board Member or ERPA Member: no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

Article III - MEMBERSHIP

Section 1

Eligibility. Any person sincerely interested in active participation to achieve the objective of ERPA may apply to become a member.

Section 2

Classes. There shall be the following classes of Members:

- I. **Participant Members.** Any participant candidate meeting the requirements of, and who resides within the authorized boundaries of, ERPA shall be eligible to participate but shall have not rights, duties or obligations in the management or in

the property of ERPA.

II.

- a) **Regular Members.** Any person actively interested in furthering the objectives of ERPA shall become a regular member upon election by the Board of Directors or upon registration of their child that meets the requirements of Article III. Only Regular Members in good standing are eligible to vote at the annual meeting. The secretary shall maintain the roll of membership to qualify voting members.

All Officers, Board Members, Committee Members, Coaches and other elected or appointed officials including parent volunteers must be active Regular Members in good standing.

- III. **Honorary Members.** Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties, or obligations in the management or in the property of the league.

- (a) As used hereinafter, the “Member” shall mean a Regular Member unless otherwise stated.

Section 3

Other Affiliations. Members, whether Regular or Participant, shall not be required to be affiliated with another organization or group to qualify as a member of ERPA.

Section 4

Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors.

- (a) The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of the ERPA.

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.

- (b) All coaches shall lose tenure immediately as of:
- (1) The end of the season, including playoffs and championships, or
 - (2) December 31 of each year, whichever date is earlier.
- (c) The Board of Directors shall, in case of a Participant Member, give notice to the head coach of the team of which the participant is a member. Said head coach shall appear, in the capacity of an adviser, with the participant before a duly appointed committee of the Board of Directors, which shall have the full power to suspend or revoke such participant’s right to future participation.

ARTICLE IV - DUES

Section 1

Dues for Participant Members may be fixed at an amount as the Board of Directors shall determine prior to the beginning of any membership period.

Section 2

Members who fail to pay their fixed dues within thirty (30) days from the time the said dues become due may, by vote of the Board, be dropped from the rolls and shall forfeit all rights and privileges of membership.

Section 3

The Board of Directors shall set registration fees annually. No one shall participate in the programs of ERPA without payment of such fees, unless such fees are waived by direction of the Board of Directors.

Article V - Meetings

Section 1

Annual Meetings. The annual meeting of the Members of the ERPA shall be held the last Friday of October each year for the purpose of electing a Board of Directors and receiving reports for the transaction of such business as may properly come before the meeting. After the Board of Directors is elected, the Board shall meet to appoint the committee members.

Section 2

Notice of Special Meeting. Notice of each special meeting of the Members shall be mailed or otherwise delivered to each member at the last recorded 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 a regularly convened meeting.

Section 3

Special Meetings. The President, Board of Directors or written request of ten (10) Members may call a Special Meeting of the Members 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.

Section 4

Quorum. The presence in person, or representation by absentee ballot, of one-third (1/3) of the members, or a number percentage acceptable to the ERPA regular membership in

advance of the annual meeting, shall be necessary to constitute a quorum.

Section 5

Voting. Only Regular Members shall be entitled to vote at any meeting of ERPA (one vote per household).

Section 6

Absentee Ballot. For the express purpose of accommodating a Regular Member in good standing who cannot be in attendance at the annual meeting, an absentee ballot may be requested and obtained from the Secretary of the Association. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary at least three (3) Days prior to the date of the Annual Meeting and the election of Members to the Board of Directors. The Secretary shall present all absentee ballots to the Election Chairman on the date of the Annual Meeting prior to the conduct of the election process.

Section 7

Rules of Order. Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution, Articles or By-Laws of the ERPA.

ARTICLE VI - BOARD OF DIRECTORS

Section 1

Board and Number. The management of the property and affairs of ERPA shall be vested in the Board of Directors. The number of Directors shall not be less than five (5) or more than fifteen (15) as determined by section three (3) below. The Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall have been duly elected and qualified.

Section 2

Required Numbers. The Board membership shall include a minimum of one coach and one non-coach volunteer.

Section 3

Annual Election and Term of Office. At each annual meeting, the Members may bring forth a motion to increase or decrease the number of Directors to be elected for the ensuing year and may elect such number of Directors. The number so fixed may, within the limits prescribed by the foregoing Section 1, be increased at any Regular or Special Meeting of the Members, and if the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting. All elections of Directors shall be by majority vote of all members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting. If no such motion is made the Board shall consist of the same number of directors as the previous year.

Section 4

Vacancies. If any vacancies occur in the Board of Directors the majority of the remaining board members may appoint a director to fill that term. The President or the Secretary may, whenever they deem it advisable, or at the request of four (4) Directors, issue a call for a Special Meeting of the Board. Notice of each Meeting shall be given by the Secretary to each Director either by mail at least three (3) days before the time appointed for the meeting to the last-recorded address of each Director, or by telephonic, fax, e-mail, or telegraphic or personal notice twenty-four hours preceding the Meeting.

In case of Special Meetings, such notice shall include the purpose of the meeting and no matters not stated may be acted upon at the meeting.

Section 6

Duties and Powers. The Board of Directors shall have the power to appoint such Standing Committees, as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of ERPA, as it may deem proper.

The Board shall have the power, by a vote of two-thirds of those present at any regular or Special Meeting, to discipline, suspend or remove any Director, Officer or Committee Member of ERPA in accordance with the procedure set forth in Article III, Section 4 (a).

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1

The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) nor more than five (5) Directors, one of whom shall be the President of ERPA.

Section 2

The Executive Committee shall advise and assist the board of directors and committee members of ERPA 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.

Section 3

At all meetings of the Executive Committee, 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.

ARTICLE VIII - OTHER COMMITTEES

Section 1

Nominating Committee. The Board of Directors may appoint a Nominating Committee consisting of not less than one (1) Director and other appointed Regular Members.

The Committee shall investigate and consider eligible candidates and submit at the Annual Meeting a slate of candidates for the Board of Directors.

The Committee shall also submit for consideration by the Board of Directors a slate of Committee Members.

Section 2

Finance Committee. The Board of Directors may appoint a Finance Committee consisting of the Fundraising Director 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 ERPA including team sponsorships in accordance with HLA, Regional and National policies.

Section 3

Building and Property Committee (Optional). (May be combined with Grounds Committee). The Board of Directors may appoint a Building and Property Committee 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.

Section 4

Grounds Committee. (May be combined with Building and Property Committee). The Board of Directors may appoint a Grounds Committee, which shall be responsible for the care and maintenance of playing field(s), buildings and grounds. It shall operate within the amount appropriated in the approved budget for that purpose.

Section 5

Equipment Committee. The Board of Directors may appoint an Equipment Committee, consisting of the Equipment Director and other appointed Regular Members.

The Committee shall assist the Equipment Director with the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close of the season.

Section 7

Coaches Committee. The Board of Directors may appoint a Coaches Committee consisting of the Athletic Director and other appointed Regular Members.

The Committee shall interview and investigate prospective coaches for appointment and subsequent approval by the Athletic Director.

It shall, during the playing season, observe the conduct of the coaches and report its findings to the Athletic Director.

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

Section 8

Auditing Committees. The Board of Directors may appoint an Auditing Committee consisting of three (3) Directors. The President and Treasurer are not eligible.

The Committee would review the books and records of ERPA 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 services of a Certified Public Accountant to accomplish such review.

Section 9

Hearings Committee. Consisting of an odd number, not less than three (3), to ensure due process in any rules or policies violations.

Section 10

Scholastic Committee. The Board may appoint a Scholastics Committee consisting of the Scholastics Director and other appointed regular 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.

Section 11

All Committees listed shall research and review, ways and means, to improve ERPA. 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 IX - COMMITTEE MEMBERS, DUTIES, AND POWERS

Section 1

Election.

Immediately following the annual meeting, the Directors present, provided there is a quorum, shall meet for the purpose of appointing Committee Members and appointing

committees for the ensuing year.

Section 2

Committee Members.

The Board of Directors may appoint committee members as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur on any committee. Appointed committee members shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the Membership or have been elected to fill a vacancy on the Board.

Section 3

Commissioner/President. The Commissioner/President shall:

- (a) Conduct the affairs of ERPA and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of ERPA 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 ERPA.
- (d) Investigate complaints, irregularities and conditions detrimental to ERPA and report thereon to the Board, as circumstances warrant.
- (e) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- (f) With the assistance of the Eligibility Agent, examine the application and support of proof-of-age and any other required documents of every participant candidate and certify to residence and age eligibility before the participant may be accepted.
- (g) Attend Highest Legal Authority (HLA) Board Meetings (League), as a representative of ERPA, or send a suitable designee if the president does not have a vote on the HLA Board and report league news back to the members of ERPA or vote on behalf of ERPA.

Section 4

Vice-President. The Vice President shall:

In case of 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 of 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.

Section 5

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of ERPA 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 list of all Regular, Sustaining and Honorary Members, Directors and Committee members and give notice of all meetings of the ERPA 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.

Section 6

Treasurer. The Treasurer shall:

- (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) Receive all monies and securities, and deposit it in depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all monies and securities, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by checks must have dual signatures, specifically the Treasurer and any other Board Member.
- (d) Prepare an annual budget, under the direction of the President, for submission to the Membership and the Board of Directors at the Annual Meeting.
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting.

Section 7

Scholastics Agent. The Agent shall:

- (a) Record all participant transactions and maintain an accurate and up-to-date record thereof.
- (b) Receive and review applications for participant candidates and assist the President in checking residence and age eligibility.
- (c) Conduct the participant registration(s) and certification.
- (d) Prepare the Scholastics Agent's list of team/squad rosters.
- (e) Collect and submit qualifying grade point averages to the local and national Pop Warner Scholastics Program.

Section 9

Athletic Director. The Athletic Director shall:

- (a) Be responsible for the legal certification of all football players and division books.
- (b) Collect background check forms from coaches, assistant coaches, and team mothers.
- (c) Schedule the pre-season coaches' workshop to be held among seasoned and novice coaches.
- (e) Shall maintain and approve the placement of assistant and head football coaches and shall be the final authority on their termination if just cause is decided by the Board of Directors in a two-thirds vote.

Section 10

Equipment Director. The Equipment Director shall:

- (a) Be responsible for making recommendations to the Board for the purchase of needed supplies and equipment.
- (b) Coordinate, through the Treasurer, with the approval of a majority vote of the Board, the purchase of equipment.
- (c) Shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close of the season.

Section 11

Cheer/Spirit Director. The Cheer/Spirit Director shall:

- (a) Be responsible for legal certification of all cheerleaders and division books.
- (b) Collect background check forms from cheer coaches, assistant cheer coaches, and team mothers.
- (c) Schedule the pre-season coaches' workshop to be held among seasoned and novice coaches.
- (e) Shall maintain and approve the placement of assistant and head cheer coaches and shall be the final authority on their termination if just cause is decided by the board in a two-thirds vote.

Section 12

Fundraising Director. The Fundraising Director shall:

- (a) Be responsible for investigating ways and means of financing ERPA, including team sponsorships, in accordance with Regional and National policies, as well as collecting said finances and turning them over to the Treasurer or a local financial institution as designated by the Board of Directors.
- (b) Perform such duties, as are herein specifically set forth and such duties as are customarily incident to fundraising or may be assigned by the Board of Directors.

ARTICLE X - FINANCIAL AND ACCOUNTING

Section 1

The Board of Directors shall decide all matters pertaining to the finances of ERPA 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 competition with such individual or team.

Section 2

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

Section 3

No Director, Committee Member, Officer, or Member of ERPA shall receive, directly or indirectly, any salary, compensation or emolument from ERPA for services rendered as Director, Officer, Member or coach.

Section 4

All monies received shall be deposited to the credit of ERPA in the local financial institution selected by the Board of Directors and all disbursement shall be made by check. The Treasurer and any other Board Member shall sign all checks.

Section 5

The fiscal year of ERPA shall begin on the first day of March and shall end on the last day of February.

Section 6

Distribution of Property upon Dissolution. Upon dissolution of ERPA and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of ERPA 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 XI - AMENDMENTS

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