



# **NAPLES BEARS**

**2007**

**BY-LAWS  
OF**

**NAPLES BEARS YOUTH SPORTS ASSOCIATION INC.  
(A Florida Not For Profit Corporation)**

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**ARTICLE I: ORGANIZATION**

Section 1. The name of this corporation shall be the NAPLES BEARS YOUTH SPORTS ASSOCIATION, INC.

Section 2. The corporate seal shall bear the name of the corporation, the state and year of incorporation, and bear the words "Corporate Seal."

**ARTICLE II: PURPOSE**

Section 1. The purpose of the corporation is to provide athletic activities for children ages 5-15 years, developing and teaching skills, primarily in the areas of football and cheerleading, seeking to implant in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage, integrity, respect and good scholarship.

**ARTICLE III: AFFILIATIONS STATUS AND LIMITATIONS**

Section 1. This corporation shall be allowed and will be initially affiliated with Pop Warner Little Scholars. Inc. As such, it will be governed by, and comply with, all applicable principles, rules and regulations set forth by Pop Warner Little Scholars. Inc., its Southeast Region, and the HLA it associates with for competitive interaction.

Section 2. This corporation is a not for profit corporation, organized under the laws of the State of Florida, and therefore shall not be operated for profit.

Section 3. Due to its affiliation with Pop Warner Little Scholars, Inc this corporation will achieve the status of an IRS Section 501(c) (3), and it will conduct no activities that will jeopardize such status.

Section 4. No part of the corporate earnings from any source shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons or entities except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments in furtherance of the purposes set forth hereinabove.

Section 5. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on: a) any other activities not permitted to be carried on by a corporation exempt from Federal income Tax under Section 501 (c) (3) of the Internal Revenue Code, or any subsequent corresponding provision of any United States Internal Revenue Law, or b) any activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or any subsequent corresponding provision of any United States Internal Revenue Law.

Section 6. Upon the dissolution of the corporation, for any reason, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or any subsequent corresponding provision of any United States Internal Revenue Law, which, in the judgment of the Board of Directors, will best accomplish the general purposes for which the corporation was organized, that is, benefiting the youths or the assets shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal place of business is then Located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes which, in the judgment of the court, will best accomplish the general purposes for which the corporation was originally organized.

**ARTICLE IV: MEMBERS**

Section 1. Regular members shall consist of all Board of Directors.

Section 2. Temporary members shall consist of all parents and/or guardians of child participants of any program made available by this Corporation only during the running time of that particular program.

Section 3. Youth members shall consist of all children registered by the corporation for an activity made available by the corporation during the running time of that particular program, except that once a child participates in a corporate program, he/she may thereafter state that they are a BEAR in perpetuity.

**ARTICLE V: MEETINGS**

Section 1. The annual membership meeting of this organization shall be held on the first Monday of December and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these by-laws.

Section 2. The Secretary shall notify every member either by e-mail or standard mail.

Section 3. Regular meetings of this organization will be held on the second Monday of every month except for the month of December.

Section 4. The principal place of business and office of the corporation shall be in Collier County Florida in and around the Golden Gate Estates area of Naples; at a place that, from time to time, is determined by the executive board of the Board of Directors.

Section 5. The quorum at a Board of Directors meeting shall be a number equal to the majority of the voting members of the Board in existence at the time of the meeting.

Section 6. Special meetings of the Board may be called by the President at his/her discretion, at a time and place set forth by the President. All Board members must be given at least two (2) days notice, orally or in writing.

Section 7. For special meetings only, no other business but that specified in the notice may be transacted.

**ARTICLE VI: BOARD OF DIRECTORS AND OFFICERS**

Section 1. It shall be the duty of the Board of Directors to set and carry out the general policy of this corporation Except as otherwise provided in these By-Laws, the Board shall have the power to solicit funds, to establish a budget, to approve or disapprove contracts, to elect amongst itself the officers of the corporation, to fill any vacancies that may occur during the term on the Board as well as officers, to approve or disapprove all coaches tendered by the Athletic Director or Cheer Coordinator, and to act in all matters not specifically covered by the By-Laws. The Board must also choose and approve a CPA Accounting individual or firm to post all accounts, receive all monies for deposits, keep the financial books and records, compile necessary financial reports, and do any requisite filings with the State of Florida or the United States government.

Section 2. The number of directors who will constitute the entire elected Board of Directors shall be twenty-three (23).

Section 3. The Board of Directors shall be elected for a one year term.

Section 4. The Board of Directors shall be elected by the vote of the regular members and the temporary members at the time of the election. The election shall occur at the last regular home date for the fall football season each year, and shall be by written, secret ballot, provided to such members. The Inspectors of Elections, consisting of three regular members selected by the President, shall be responsible for conducting the election, and these Inspectors of Elections shall collect all ballots. A current list of voting members shall be kept, and no ballot handed out until such list is consulted and marked. A family, even with more than one child in the program, shall have only one (1) vote (i.e. Only one parent can vote, not both Mom and Dad. This is true in a divorce situation also.) The twenty-three (23) people with the most votes become the new Board of Directors. The Current Board may set up procedures to obtain nominees ahead of time and present a draft Board on the Ballot. All voting members must be given thirty (30) day written notice of the election, which may be accomplished through flyers given to the child participants to take home.

Section 5. Any Director may be removed from office by a 2/3 majority vote of the Board, after a 30 day notice is given to such a Director and he/she is given time to respond to the reasons upon which such action arose.

Section 6. Any vacancies occurring on the Board due to removal, resignation, or for any other reason, may be filled for the remaining term of that seat by a simple majority vote of the remaining members of the Board.

Section 7. The Board of Directors, through its officers, may appoint and use committees for any lawful purpose to report to the Board or to act for the Board. Such committees must be approved by vote of the Board, and the committee's purpose, powers and limitations must be spelled out and placed in the minutes. All such committees shall keep written records and minutes of their meetings and actions and report the same to the Board when asked or when required.

**ARTICLE VII: OFFICERS**

The initial officers of the organization shall as follows:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Athletic Director
6. Cheer Coordinator
7. Football Commissioner

The description and duties of each officer is listed here in below. It is contemplated that each officer, to perform his/her duties shall employ and delegate to other persons from the organization by forming committees to perform the required tasks. These persons should be those other than those contained on the Board itself, as each Board member and officer has their own duties and tasks to perform. It is considered a privilege to be an officer of the corporation, and no other rights are conferred upon anyone becoming an officer other than that stated within these By-Laws.

**PRESIDENT:** The President shall be the chief executive officer of the corporation and sit also as the Chairman of the Board. In such capacity, the President shall have primary responsibility for carrying out the direction and policy of the Board of Directors. The President shall also have the direction of all other officers, agents and employees of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall also perform such other duties and exercise such other powers as the By-Laws may provide or the Board of Directors may assign. These powers and duties shall include the following:

- A. To authenticate by his or her signature when necessary all acts, orders and proceedings of the organization.
- B. To open each meeting of the Board at the appointed time by taking the chair and calling the meeting to order having ascertained that a quorum is present.
- C. To announce in order the proper sequence of business that comes before the organization, or becomes in order in accordance with the prescribed order of business or agenda.

- D. To recognize members who are entitled to the floor.
- E. To state and to put to a vote all questions that legitimately come before the organization as motions or that otherwise arise in the course of proceedings.
- F. To expedite business in every way compatible with the rights of members
- G. To decide the questions of order, subject to appeal, when in doubt the President may elect to submit such a question to the directors present for a decision.
- H. To respond to inquiries of members on parliamentary proceedings.
- I. To declare the meeting adjourned when proper sequence is complete.
- J. To create and appoint members to committees deemed necessary or desirable to carry out the executive functions of the organization, with the prior approval of the Board of Directors.
- K. To participate on all committees. The President will have the same rights as other committee members but is not required to attend all committee meetings.
- L. To serve as one of the corporation's representatives at the HLA of the conference.
- M. To see to it that the accountant does an audit of the corporation books each year.

**VICE-PRESIDENT:** The Vice-President shall have such powers and perform such duties as the President or the Board may, from time to time, assign and shall perform such other duties as may be prescribed by these By-Laws. At the request of the President, or in case of his absence or inability to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon, the President and such additional restrictions as may be imposed by the Board. The powers and duties of the Vice-President shall include the following:

- A. In the event of resignation or death of the President, the Vice-President shall automatically become President for the unexpired term.
- B. The Vice-President shall be responsible for collecting all registration fees, all gate fees, all concession hinds and all store hinds and transporting them to the Treasurer for posting and deposit.
- C. The Vice-President shall be responsible for all matters pertaining to insurance.

**SECRETARY:** The Secretary shall have such powers and duties as from time to time are assigned by the President or the Board of Directors, and perform such other duties as these By-Laws may prescribe, including the following:

- A. To keep a record of all Board Meetings, and all Executive Committee meetings and the minutes thereof.
- B. To keep a file on all committee reports

- C. To keep the corporations book and seal.
- D. Is responsible to compiling and filing the corporation's annual report with the Secretary of State.
- E. To provide all committees with whatever documents are required for the performance of their duties and to have on hand a list of all existing committees and their members.
- F. To obtain and keep the corporate FEIN number and the corporate sales tax number.
- G. To maintain record books in which the By-Laws, special rules of order, standing rules and minutes are entered with the amendments to these documents properly recorded, and to have the current record books on hand at every meeting.
- H. To keep the organization's official membership roll, dividing it into the different membership categories.

**TREASURER:** The Treasurer shall have such powers and perform such duties as the President or the Board may, from time to time, assign, and shall perform such other duties as may be prescribed in these By-Laws, including the following:

- A. To consult with the accountant monthly and prepare, with the accountant's direction and guidance, the financial reports for the Board of Directors, including, but not limited to, a P&L statement, Balance Sheet, Income and Expense log, monthly and at years end.
- B. To establish and maintain all bank accounts of the corporation, maintain an accounts receivable and an accounts payable ledger, and report all bank balances each month to the Board.
- C. To work with and prepare, under the guidance and direction of the accountant, any and all tax returns, local, State or Federal, and any other governmental reports necessary and required of the corporation.

**ATHLETIC DIRECTOR:** The Athletic Director shall have such powers and perform such duties as the President or the Board may, from time to time, assign, and shall perform such other duties as may be prescribed in these By-Laws, including the following:

- A. Shall not be associated with any one team in the organization unless exempted by the Board of Directors to coach a particular team.

- B. Shall supervise the Football Commissioner.
- C. With Board approval, shall hire and fire all football coaches
- D. Supervise all football coaches.
- E. Be generally in charge of all football operations and submit a budget for football each year.
- F. Under the Registration Committee Chair, is in charge of all football registrations, and shall be responsible to assemble all books and records required by Pop Warner Little
- G. Shall be responsible to see to it that all rules and regulations of the Pop Warner Little Scholars Inc., its Southeast Region and the Peace River Conference are followed and carried out with respect to all the corporate football programs, Pop Warner Little Scholars, Inc., it's Southeast Region, and the Peace River Conference.
- H. Shall act as or delegated the duties for the official weight master at all football games.
- I. To serve as one of the organization's representatives at the HLA of the conference.

**CHEER COORDINATOR:** The Cheer Coordinator shall have such powers and perform such duties as the President or the Board may, from time to time, assign, and shall perform such other duties as may be prescribed in these By-laws, including the Following:

- A. Shall not be associated with any one team in the organization unless exempted by the Board of Directors to coach a particular team.
- B. Shall be in charge of all cheer equipment.
- C. With Board approval, shall hire and fire all coaches for cheer or dance.
- D. Supervise all cheer and dance coaches.
- E. Be generally in charge of all cheer operations and submit a budget for cheer each year.
- F. Under the Registration Committee Chair, is in charge of all Cheer registrations, and shall be responsible to assemble all books and records required by Pop Warner Little Scholars, Inc., its Southeast Region, and the Peace River Conference.

G. Shall be responsible to see to it that all rules and regulations of the Pop Warner Little Scholars, Inc., it's Southeast Region and the Peace River Conference are followed and carried out with respect to all the corporate cheer and dance programs

H. Shall act as or delegate the duties for the official book check at all football games for cheer or dance books.

I. To serve as one of the organization's representatives at the HLA of the conference.

D. Is in charge of all sponsors and donations from corporate or individual donors.

E. Keep a file on all contributions, donations, fundraisers, and all sources of monies taken in and report month to the Board of Directors.

**FOOTBALL COMMISSIONER:** The Football Commissioner shall have such powers and perform such duties as the President, the Athletic Director, or the Board may, from time to time, assign, and shall perform such other duties as may be prescribed in these By-Laws, including the following:

A. Shall be directly under the Athletic Director, and be a liaison between the Athletic Director and all football coaches.

B. Shall be in charge of all football fields, practice and game, and shall see to it that they are in useable order.

C. Shall be responsible for work schedules for coaches, community service personnel, or other workers, with respect to all fields with regards to water, chain gangs, markers, field lines, and the like.

D. Shall oversee the Equipment Manager and his duties.

E. Shall be an alternate delegate to the HLA conference meetings.

F. Maintenance of the Equipment trailer.

**ARTICLE VIII: ORDER OF BUSINESS**

Call to Order

1. Roll Call
2. Reading and approval of the minutes
3. Reports Committees
4. Reports of Officers
5. Old and Unfinished Business
6. New Business
7. Open Floor
8. Adjournment

**ARTICLE IX: INSURANCE**

Section 1. The corporation is required to obtain and maintain the following types of insurance.

- a. Appropriate property insurance for its assets and equipment.
- b. Appropriate insurance through Pop Warner Little Scholars, Inc., providing secondary injury insurance for all its participants.
- c. Appropriate liability insurance for the corporation and an umbrella coverage for its Directors and Officers, as well as volunteer workers.
- d. All personnel, members, volunteers or other workers that have any contact with the children, must go through a criminal background check if new to the organization, and those currently working in this regard for the corporation must have had one within the last live years and submitted to the Board. The rules of Conference regarding background checks must be followed even if they are more stringent than this provision.

**ARTICLE X: SALARIES**

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization. No dividend may be paid nor any part of the income or profit of the organization may be distributed to its members, directors, or officers.

**ARTICLE XII: AMENDMENTS**

These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than 2/3 of the members.

These By-laws have been executed by Naples Bears Youth Sports Association, Inc. pursuant to its Board of Directors on the date hereinafter set forth.

DATE: \_\_\_\_\_

PRESIDENT: \_\_\_\_\_

SECRETARY: \_\_\_\_\_