

**BY LAWS  
OF  
LA JOLLA POP WARNER FOOTBALL & CHEER ASSOCIATION, INC.  
A California Nonprofit Public Benefit Corporation  
Adopted by the Board of Directors  
On March 21, 2007**

**ARTICLE I  
NAME:**

The name of the corporation is La Jolla Pop Warner Football & Cheer Association, Inc. (hereinafter referred to as "LJPW").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office for the transaction of business of LJPW shall be located in the County of San Diego and, unless otherwise ordered by the Board of Directors, shall be at the address of the LJPW President. The Board of Directors may at any time change the location of the principal office to another location in San Diego County. All LJPW mail, correspondence and checks shall be directed to the following LJPW USPS Post Office Box and not to the home address of any board member:

P.O. Box 992  
La Jolla, CA 92038

**ARTICLE III  
PURPOSE.**

The specific purpose of this corporation is to assist, inspire, and develop youth athletic skills and coordination through a competitive football and cheer program that stresses the importance of scholastic achievement, regardless of race, creed or national origin, in forming ideals of sportsmanship, honesty, loyalty and courage. Participating youth who do not maintain acceptable school grades may be suspended from LJPW activities.

**ARTICLE IV  
AFFILIATION**

LJPW shall be affiliated with the San Diego Pop Warner Football Conference, Inc. LJPW shall keep the San Diego Pop Warner Football Conference, Inc. informed of the name and address of the LJPW President and each member of the LJPW Board of Directors.

**ARTICLE IV**  
**MEMBERS**

SECTION 1. ONE CLASS OF MEMBERS. LJPW shall have only one class of members known as “general members.”

SECTION 2. QUALIFICATION OF MEMBERS. The following individuals shall be eligible for membership in LJPW on an annual basis commencing January 1 and continuing through December 31 of that calendar year:

- a. Parents and legal guardians that have a child that meets the standards of the current Rules and Regulations promulgated by Pop Warner Little Scholars, Inc. and is registered in a LJPW football or cheerleading program; or
- b. Officers, members of the Board of Directors, each Head Coach.
- c. An individual that does not owe LJPW any fees and is not under suspension from any youth sports organization or association.

Any girl or boy who desires to register as a cheerleader and that has a sibling registering as a football player will be given priority in squad placement if age appropriate.

SECTION 3. VOTING RIGHTS. Each member shall be entitled to one vote. The total number of votes shall not exceed the total number of registered LJPW participants.

SECTION 4. TERMINATION OF MEMBERSHIP. After an open and appropriate hearing and an affirmative vote of two-thirds of all the members of the Board of Directors, the Board of Directors may terminate the membership of any member for an act of misconduct deemed by the Board of Directors to be detrimental to the best interest or purpose of LJPW. Membership automatically terminates on December 31<sup>st</sup> each year.

SECTION 5: RULES OF ORDER FOR GENERAL MEMBERSHIP MEETINGS. Robert’s Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the rules of the San Diego Pop Warner Football Conference, Inc.

**ARTICLE V**

**MEETING OF THE MEMBERS**

SECTION 1. ANNUAL MEETING: The LJPW annual meeting will take place in the month of December each calendar year.

SECTION 2. SPECIAL MEETINGS, The President, the Board of Directors, or not less than one quarter of the members having voting rights may call special meetings of the members.

SECTION 3. PLACE OF MEETING: The Board of Directors will determine the place of the meeting and Notice of said location will be given pursuant to Section 4.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice (including e-mail transmissions) stating the place, day and hour of any meeting of the members shall be delivered either personally or by mail or by e-mail, to each member entitled to vote at such meeting, not less than three days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and/or e-mail properly addressed to the member at his address as it appears on the records of the corporation.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. A majority of the number of Directors comprising the Board of Directors shall constitute a quorum for any meeting of the Board of Directors and/or any special or annual meeting of the members. If a quorum is not present, a majority of the Board of Directors present may adjourn the meeting without further notice.

SECTION 7. PROXIES. Voting by proxy by members of the Board of Directors shall not be permitted.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

SECTION 1. GENERAL POWERS. The Board of Directors shall manage the affairs of the corporation. Directors need not be members.

SECTION 2. NUMBER. The Board of Directors shall be composed of a fixed number of members as set by the Board of Directors by resolution from time to time. Any director, failing to attend three consecutive meetings may be asked to resign their position on the Board of Directors, unless otherwise determined by a majority vote of the Board of Directors.

SECTION 3. REGULAR MEETINGS. The Board shall meet every other month and more frequently if deemed necessary by the President. The time, date and place for each meeting of the Board of Directors shall be fixed at the first meeting of the year. Notice of each meeting shall be given by the Secretary as instructed by the President, not less than three days prior to the date of the meeting.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call a special meeting of the Board of Directors may fix a place within the County of San Diego as the place for holding any special meeting of the Board of Directors called by them.

SECTION 4. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least three days prior to such meeting to all members of the Board of Directors. Notice may be given by telephone, mail or email.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present they may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors shall be the act of the Board of Directors. Where a minimum quorum is present, the act must be unanimous.

SECTION 8. VACANCIES. The Board of Directors shall fill any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Head Football Coaches and Head Cheer Coaches can not be elected or appointed to a position on the Executive Committee.

SECTION 9. COMPENSATION. Directors as such shall not receive any stated salaries or compensation for their services. Legal Counsel may be reimbursed for services and costs provided.

SECTION 10. ETHICS. The Board of Directors shall scrupulously avoid any conflict of interest, either real or perceived in their oversight of LJPW. Any Board member having a direct or indirect financial interest in any matter before the Board shall so notify the Board, shall refrain from the discussion, and shall abstain from voting on that matter. LJPW permits football coaches to serve on the Board of Directors. Again, when a matter before the Board conflicts with their duties or interests as a team coach, that Board member shall refrain from the discussion and shall not vote on the matter.

## **ARTICLE VII**

### **OFFICERS**

SECTION 1. OFFICERS. The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. These officers shall be considered members of the Board of Directors. The Board of Directors should include one or more duly elected individuals to perform the following responsibilities individually or in combination with

others: Football Player Agent; Equipment Manager; Football Coaches Agent; Cheer Coordinator; Fields Coordinator and Security; Little Scholars and Insurance Manager; Webmaster; Concessions Manager, and Fund Raising and Public Relations. The Board of Directors also may include appointment of Legal Counsel, who will act as a non-officio, non-voting member of the Board of Directors. The Board of Directors may elect or appoint such other officers as it shall deem desirable. Such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two offices may be held by the same person as a temporary measure, except the offices of the Executive Committee.

**SECTION 2. ELECTION AND TERM OF OFFICE.** The officers of the Association shall be nominated by the Board of Directors and elected by the general membership at the regular annual meeting of the general membership. Each officer shall hold office for two years or until their resignation or until their successor shall have been duly appointed/elected. Each Director shall serve for a term of three (3) years, expiring at the end of the third calendar year following the date of their election or until a successor has been duly elected. Election of the Directors shall be staggered so that the term for no more than one-third of the Directors expires in any single calendar year. Directors are limited to two consecutive, uninterrupted three-year Board membership terms; provided, however, this limitation shall not apply to a Director that is serving as an officer when that Director's second three-year term expires. Any Director initially appointed or elected to fill the unexpired term of a previous Director shall be eligible to serve two full three-year terms in addition to completing such unexpired term. Head Football Coaches and Head Cheer Coaches can not be elected or appointed to a position on the Executive Committee.

**SECTION 3. REMOVAL.** Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in the Board's judgment this action is in the best interest of LJPW.

**SECTION 4. VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

**SECTION 5. PRESIDENT.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgage, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**SECTION 6. VICE PRESIDENT.** In the absence of the President or in event of the President's inability or refusal 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 restriction upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**SECTION 7. TREASURER.** If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of duties in such sum and with such surety or sureties, as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance these bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Treasurer shall appoint and submit to the Executive Committee for approval the name of an assistant treasurer. The assistant treasurer will serve in the treasurer's absence at all LJPW events where the treasurer is expected to collect or provide cash.

**SECTION 8. SECRETARY.** The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by laws; 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 in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

**SECTION 9. FOOTBALL PLAYER AGENT.** The Football Player Agent shall coordinate registration of players; assign the new player-recruits to the available teams as necessary to meet weight and age requirements; to provide well balanced teams within LJPW; instruct the coaches through the Coaches Agent to allow every player to play in each game, except for reasons of discipline or the failure to attend practice without a valid excuse. Retain the registration records of the players, including the parents consent.

**SECTION 10. EQUIPMENT MANAGER.** The Equipment Manager shall assume custody of the LJPW's football player and cheer participant equipment; assure that each player is issued a full complement of adequate protective equipment as authorized by the Board of Directors; maintain an inventory of the equipment available and a record of issuance to and receipt from players; establish a program designed to maintain current equipment in optimum condition; be responsible for providing required accessories for home games; working with the Cheer Coordinator, assume responsibility of Cheer uniform and equipment; assure that each cheerleader is issued a full compliment of cheer

uniforms; maintain an inventory of equipment and record issuance to and receipt from cheerleaders; make recommendations to the Board of Directors regarding: (a) equipment needs; (b) purchase of various quality items available as presented by the various vendors in the area.

**SECTION 11. CHEER COORDINATOR.** The Cheer Coordinator shall: coordinate registration of cheerleaders, retain the registration records of the cheerleaders, including the parents consent; assign the new cheerleader-recruits to available cheer squads and instruct cheer squad coaches to encourage all cheerleaders to participate in activities and games; identify and present to the Board of Directors, qualified responsible candidates for Cheer Coaches and Assistant Cheer Coaches for each of the teams to be fielded; supervise the cheerleaders assigned to them; provide the primary communication link between the cheerleaders, Cheer Coaches and the Board of Directors; oversee all cheerleader activity; and communicate and cooperate with the Equipment Manager to assure that the cheer program identifies and obtains reasonably necessary equipment in a timely manner.

**SECTION 12. LITTLE SCHOLARS & INSURANCE MANAGER.** The Little Scholars & Insurance Manager shall be responsible for: ensuring the accuracy of all information submitted by players at registration regarding the status of their health insurance and scholastic standings under the rules of the Little Scholars Program of the Pop Warner Association; act as custodian of all transportation insurance forms and all records pertaining to any injuries reported to have occurred at any LJPW activity; be responsible for obtaining from the team parent representative verification that any and all car pool drivers, including coaches, have valid automobile insurance in force and for maintaining records pertaining to that proof.

**SECTION 13. CONCESSIONS MANAGER.** The Concessions Manager shall be responsible for staffing, maintaining, directing and approving the management of the LJPW Snack Bar operations. The Concession Manager shall provide the Board of Directors with a monthly report of profit or loss during the operation of the Snack Bar; and provide a beginning inventory and an ending inventory of all supplies needed to operate the Snack Bar. The Concession Manager must obtain the majority vote of the Board of Directors to purchase any permanent equipment and shall see its' security when not in use.

**SECTION 14. FOOTBALL COACHES AGENT.** The Coaches Agent shall identify and present to the Board, qualified, capable, responsible, enthusiastic candidates for coach, assistant coaches, and team managers for each of the teams to be fielded; inform the coaching staffs regarding the Rules and Regulations of Pop Warner Football, LJPW policies as well as Rules and Regulations unique to the San Diego Pop Warner Football Conference; provide the primary communication link between the Board of Directors and the coaching staffs; coordinate communications among coaching staffs of LJPW and, if necessary, the coaching staffs of other associations; ensure that all coaches and their staff have current, valid first aid including CPR certification cards.

SECTION 15. FIELD COORDINATOR/SECURITY: The Field Coordinator and Security Manager is responsible for assuring that LJPW acquires practice facilities and assure adequate game facilities through the La Jolla Country Day School and/or other facilities and schools. The Field Coordinator must represent LJPW at all hearings with the La Jolla Country Day School and/or the City of San Diego in the allocation of fields for practice, and assign the teams and cheer squad's adequate facilities for practice and games. As Security Manager, there is the responsibility to assure that the games and fields are secure and ready for play, and provide for security and maintenance throughout the scheduled games to assure full compliance with the field requirements of the La Jolla Country Day School or the facility where the games are played.

SECTION 16. FUND RAISING/PUBLIC RELATIONS: The Fund Raising/Public Relations coordinator is responsible for obtaining sponsorship money in accordance with the guidelines and budget set by the Board of Directors and promoting awareness of LJPW activities within the community.

SECTION 17. LEGAL COUNSEL: The Board of Directors may appoint a licensed California Attorney, in good standing, to act as legal counsel to the Board, and provide legal counsel and opinions in furtherance of the corporation's business. Legal Counsel is to be a non-voting member of the Board of Directors.

## **ARTICLE VIII**

### **COMMITTEES**

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office may designate one or more Committees of Directors, each of which shall consist of at least one (1) Director, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of LJPW; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Directors, of any responsibility imposed upon them by law.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of LJPW may be designated by resolution adopted by majority vote of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such a resolution, members of each such committees shall be members of LJPW and the President shall appoint members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of LJPW shall be served by such removal.

SECTION 3. NOMINATING COMMITTEE. The Board of Directors will appoint a Nominating Committee consisting of the immediate past-President, three (3) Directors, and other appointed LJPW members, provided that the majority of the committee shall be members of the Board of Directors. The immediate past-President (or current President if

the immediate past-President is unavailable) shall serve as the Chair of the committee. The committee shall solicit interested candidates from the membership for each Board position. Candidates will be investigated and screened for eligibility. Multiple candidates may be offered as eligible for each Board position. The committee will submit the list of candidates to the current Board for approval, before the list is presented for use in the Election at the Annual Meeting of the members. Only candidates approved by the Board will be eligible for election.

SECTION 4. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of LJPW and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 5. CHAIRPERSON. The Director on each committee shall Chair that committee.

SECTION 6. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. RULES. Each committee may adopt rules of its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE IX**

### **EXECUTIVE COMMITTEE**

SECTION 1. MEMBERSHIP. The Board of Directors may appoint an Executive Committee which shall consist of the: President, Vice President, Secretary, Treasurer, and such other Directors as the President may specify. The President shall serve as Chair of the Executive Committee.

SECTION 2 DUTIES. The Executive Committee shall advise with and assist the Officers of the League 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, but in no event will the Executive Committee have authority over the Board of Directors.

SECTION 3 QUOROM. A quorum of the committee shall consist of a majority of the members thereof that are present.

**ARTICLE X**

**CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

SECTION 1. **CONTRACTS.** The Board of Directors may authorize the members of the Executive Committee of LJPW to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. **CHECKS, DRAFTS, ETC.** All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of La Jolla Pop Warner Football & Cheer Association, Inc., in excess of \$250 shall be signed by two Executive Committee members (except the Treasurer). Any check less than \$250 may be signed by one Executive Committee member (except the Treasurer). No check shall be signed or countersigned by the Treasurer.

SECTION 3. **DEPOSITS.** All funds of LJPW shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**ARTICLE XI**

**BOOKS AND RECORDS**

LJPW shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of LJPW may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XII**

**FISCAL YEAR**

The fiscal year of LJPW shall be the calendar year beginning on the January 1<sup>st</sup> and ending on December 31<sup>st</sup> of the same calendar year.

**ARTICLE XIII**

**DUES**

There shall be no dues to become a member of LJPW, except the registration fee for a player or cheerleader. A child receiving a scholarship from the Association shall be a member in all respects.

## **ARTICLE XIV**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

## **ARTICLE XV**

### **COACHES:**

**SECTION 1. SELECTION.** All applicants for Head Coach must present an application to and be interviewed by the Football Coaches Agent or Cheer Coordinator, as applicable, the President, and one other member of the Board of Directors. All Head Coach applicants must have prior experience as a head or assistant coach in LJPW or in some other youth football and/or cheer association. LJPW will conduct background investigations on each coaching applicants to verify their eligibility, stated experience and to assure that they meet all of the national and local requirements. In that regard, public records may be consulted.

### **SECTION 2. DUTIES AND RESPONSIBILITIES.**

- a. Head Coaches are responsible for the supervision of all of their team players. Each Head Coach must adhere to the Rules and Regulations promulgated by the Board of Directors, the Football Little Scholars, Inc., Official Rules and the San Diego Pop Warner Football Conference, Inc., Field Operations Handbook. Failure on the part of a Head Coach to maintain control over his team and ensure their proper deportment and/or failure to adhere to all applicable rules and regulations is grounds for suspension or removal by the Board of Directors.
- b. The Head Coach selects his own assistants. Head Coaches should endeavor to provide opportunity to qualified persons seeking assistant coaching positions. Assistant coaches must be approved by the Board of Directors and are subject to suspension or removal by the Board of Directors for any reason that would allow the suspension or removal of a Head Coach.
- c. The Head Coach also selects a team parent and is required to notify the Board of Directors of the name of the team parent prior to August 1 of the playing season.
- d. The Head Coach is also responsible for collecting and returning all LJPW equipment at the end of the playing season. Failure to return equipment disqualifies that coach from future coaching positions.

e. The Head Coach or his designated assistant must meet with the Equipment Manager after the playing season to prepare a final inventory of all equipment and present this report to the Board of Directors along with any recommendations for the next season.

f. The Head Coach is responsible for all players meeting the Minimum Play Requirements (MPR) during regular, playoff, and all other games including travel and bowl games.

**ARTICLE XVI**  
Background Checks

Background checks are mandatory for anyone that will have repetitive interaction with children, including those individuals that apply to become a member of the Board of Directors, coach, and/or team parent. Background checks will be treated as confidential information, and only the Executive Committee will have access to this information.

**ARTICLE XVII**

**AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds of the Directors at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting. Any such approved amendments will take affect upon adoption.