

**BY - LAWS
OF**

2008

**OAK GROVE YOUTH FOOTBALL ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

**ARTICLE I
OFFICES**

SECTION 1. Principal Office.

The principal office of the Corporation in the State of California shall be located in the City of San Jose, County of Santa Clara, State of California.

SECTION 2. Other Offices.

The Corporation may have such other offices, either within or without the County of Santa Clara, State of California, as the Board of Directors may determine, or as the affairs of the Corporation may require.

**ARTICLE II
MEMBERS**

SECTION 1. Classes of Members.

The Corporation shall have one class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

Voting Member. The voting members of the Corporation shall consist of the team staff members, Board members and parents of the participants listed on the team rosters who are eighteen (18) years of age or older and who pay the annual membership fee as set by the Board of Directors in accordance with these By-Laws. Such fees shall be payable on or before the dates set by the Board of Directors. Payment of these fees shall establish voting membership.

SECTION 2. Election of Members.

Only qualified members shall be allowed to run and be elected to the Board of Directors.

SECTION 3. Voting Rights.

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the General Membership. Only members may vote on any motion at any General Meeting, or bring motions to the attention of the other members.

SECTION 4. Membership Certificates.

Membership certificates shall not be issued.

SECTION 5. Membership Transfers.

Membership is non-transferable and non-assignable.

SECTION 6. Membership Termination.

Membership shall terminate (1) on receipt by the Board of Directors of the written or typed resignation of a member; (2) on the failure of a member to pay his fees on or before the due date; (3) on December 31st of any year at which time memberships shall be terminated, including all officials, coaches and all other members, exclusive of current and new Board Members; (4) on the death of a member.

SECTION 7. Conduct.

Members agree to conduct themselves properly at all meetings and corporation activities by avoiding the use of profanity, creating no undue disturbances, obeying all rules governing the privilege of the floor. Failure on the part of any member to do so may result in his/her being expelled from the Corporation by two-thirds (2/3) vote of the Board Members present. The Board of Directors shall have the authority to suspend, discharge or otherwise discipline any member, coach, leader, participant, or other person whose conduct is considered detrimental or their to the best interests of the Corporation.

SECTION 8. Reinstatement.

Upon written request signed by the expelled or discharged member, and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the members of the Board present, may reinstate such former member to membership.

SECTION 9. Non-Assessibility of Membership.

Members shall not be subject to assessments.

SECTION 10. Members Liability.

Any member participating in the activities of the Corporation does so at his/her own risk, and shall assume all responsibilities resulting therefrom.

**ARTICLE III
MEETINGS OF MEMBERS**

SECTION 1. General Meeting.

A general meeting of the members of this Corporation shall be held each year at the principal office of the Corporation, or at any other place determined by a resolution of the Board of Directors. Written notice of the time and place of the annual meetings shall be delivered personally to each voting member or sent to each voting member by mail, or other form of written communication, charges prepaid, addressed to him/her at his/her address as it is shown on the records of the Corporation. Any notice shall be mailed or delivered at least five (5) days before the date of the meeting.

SECTION 2. Property Owned by League.

The membership shall receive at a General Meeting of the membership a report from the President showing the amount of property owned by the Corporation; a Treasures report showing the amount of monies applied, appropriated or expended during the year and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made. A report shall be filed and entered by the President in the minutes of the annual meeting.

SECTION 3. Special Meetings.

Special meetings may be called by the President of the Corporation, by a majority of the Board of Directors, or by members holding not less than ten (10%) percent of the voting power of the Corporation. Such meetings shall be held at such times and places within Santa Clara County, California, as may be designated by the calling authority. Written notice of the time and place of the special meetings of the members shall be given in the same manner as for annual meetings of the members.

SECTION 4. Quorum.

Ten (10%) percent of the total membership shall constitute a quorum for the transaction of business.

SECTION 5. Voting.

Neither cumulative voting, nor voting by proxy shall be authorized, and no single vote shall be split into fractional votes.

SECTION 6. Privilege to Speak.

Members of each General, Special or Board Meeting, desiring the privilege of floor shall rise and address the chair, and obtain recognition before being permitted to speak on any matter.

SECTION 7. Floor.

Only one (1) member shall be entitled to the floor at a time.

SECTION 8. Discussion.

No motion may come before the meeting for discussion unless such a motion has been properly moved and seconded by members and declared open for discussion by the chair.

SECTION 9. Vote.

Voting on motions may be by voice, show of hands or secret written ballot.

SECTION 10. Passing of Motions.

Except as otherwise specified in the Constitution of these By-Laws, all motions shall be settled by majority vote of the members present. Majority shall constitute fifty one (51%) percent of members present.

SECTION 11. Format.

All business at any meeting may be conducted as herein described:

- A. Meetings called to order by the President.
- B. Roll call by the Secretary and introduction of new members or guests.
- C. Readings of the minutes from previous General Meeting and/or all Special and/or Board of Directors Meetings held since previous General meeting, unless read at a prior meeting.
- D. Reports of:
 - 1. The Treasurer;
 - 2. Other Officers, as necessary;
 - 3. Standing Committees and action thereon;
 - 4. Any special committees and action thereon.
- E. Old Business.
- F. New Business.
- G. Adjournment.

SECTION 12. Rules of Order.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such are not inconsistent or in conflict with these By-Laws, Articles of Incorporation, or with the Law.

**ARTICLE IV
DIRECTORS**

SECTION 1. General Powers.

The Corporate powers, business, property and affairs of the Association shall be exercised, conducted, controlled and administered by fifteen (15) of its voting members to be known as the Board of Directors. Each such Director shall be a member in good standing.

SECTION 2. Election of Directors.

At the first of the two (2) annual meetings, commencing with the calendar year 1987 fifteen (15) Directors shall be elected, five (5) of whom shall serve for a period of three (3) years; five (5) of whom shall serve for a period of two (2) years; and five (5) of whom shall serve for a period of one (1) year. In connection with each subsequent first Annual Meeting, the regular members in good standing shall by majority vote elect five (5) Directors to serve for three (3) years or until their successors are elected.

The Members will run for and be elected to designated board positions as follows (year indicates date of election):

- A. 2009 and every 3 years thereafter - Parent Coordinator, Girls Equipment Manager Bingo Director, Backgrounds and Publicity.
- B. 2010 and every 3 years thereafter – Field Director, Business Manager, Boy’s Equipment Manager, Boy's A.D. and Girls A.D.
- C. 2008 and every 3 years thereafter - President, Vice-President, Treasurer, Secretary, and Building Manager.

NOTE: Due to the nature of their jobs ,any board position may have assistants who, after approval of the board, may SIT IN for them at board meetings and be a voting member new: when the director cannot attend. All positions are for a one-year term. Due to the fact an assistant may represent the board in a given situation, all assistants must be approved by the board but are not voting members when their director is present.

The Boy's AD shall be elected to his/her term of office by a majority vote of the head football coaches at a special head coaches meeting held between the end of Peninsula Championship play and the December Board Meeting. In the event of a tie the current President (or his designee), who must be in attendance at this meeting, will cast the deciding ballot.

The Girl's AD shall be elected to his/her term of office by a majority vote of the head cheerleading coaches at a special meeting held between the end of Peninsula Championship play and the December Board Meeting. In the event of a tie the current President (or his designee), who must be in attendance at this meeting, will cast the deciding ballot.

Any Board Member may run for a different position on the board other than what he/she currently holds. If they win they must resign from one of the positions as no member may hold two board positions at any one time unless no one else applies for the open position).

SECTION 3. Nomination of Directors.

A Nominating Committee, chaired by the Vice-President, shall be appointed by the Board of Directors by September 31st.. The purpose of the Nomination Committee will be to solicit nominations from the General Membership for the candidates to be voted for as Directors at the next ensuing election. The Board of Directors shall review all nominations for eligibility, and willingness to serve in the capacity of Directors. Incumbent Directors shall be eligible for re-election to the Board of Directors. The method of voting shall be by secret written ballot. The Nomination Committee shall count the votes, and announce the results to the President. The President shall announce the ballot results to the members.

Elections shall be conducted at the team banquets, at a general election, or ballots shall be mailed to all members in good standing one (1) week before an open election and said ballots, in order to be counted, must be returned to the Nomination Committee either in person or by mail not later than 6:00 o'clock p.m. on the day of the election.

SECTION 4. Qualifications.

Directors shall be persons who are interested in the activities of the Association and shall work Bingo when scheduled. In order to be eligible to run for a position on the board, the candidate must have worked Bingo a minimum of four (4) times by one week before the elections held during that calendar year.

Experience Required: (all positions require the individual be a member of OGYF in good standing for three years): LEVEL I (One year experience at the team level as a coach on the official roster or as team Business Manager) – Building Director, Parent Coordinator, Backgrounds, Publicity. LEVEL II (two years experience as indicated): Field Director (2 yrs on the OGYF Board), Business Manager (2 years as a team Business Manager), AD and Equipment positions (2 years as an OGYF coach), Bingo Director (2 years as an assistant bingo director in the last 5 years), Secretary/Scholastics (1 year board plus 1 year team scholastics or 2 years team Scholastics). LEVEL III (3 years on the board with at least 2 years in a level II position) – President, VP, Treasurer (if not using an outside service).

In the event that none of the individuals interested in running for a position has met the qualifications, it may be waived by a majority vote of the board. Candidates may be disqualified from running for a board position by a vote of: two-thirds (2/3) of Directors for one of the following reasons:

- A. Repeated use of foul or abusive language in front of the players or cheerleaders in dressing rooms, during practices or during games.
- B. Involvement in an undue disturbance at an association or team function (ie. practices, games, pizza parties, dances and board meetings) including use of foul or abusive language, physical violence or threat of physical violence toward another member of the organization.
- C. Theft from the organization.
- D. Involved in any action deemed detrimental to OGYF or on probation or suspension the pervious 2 years
- E. Less than 28 years old (exceptions include an assistant position or special board approval by 66%)
Or Less than 3 years in OGYF and one year as a team volunteer (may be waived by the board by 66%)
- F. Must be recommended by a head coach and a current board member.

SECTION 5. Compensation.

Directors shall serve without compensation.

SECTION 6. Committees.

The President of the Board of Directors shall have the power to appoint such special committees, of one person or more, as he or she shall determine and to delegate such powers to them as the Board of Directors shall deem advisable and which they may properly delegate.

SECTION 7. Removal of Directors.

Any Director may be removed from office for just cause by the affirmative vote of eight (8) of the Directors at any meeting of the Board, after a hearing accorded such director. Any Director who fails to attend three (3) consecutive meetings of the Board or fails to work Bingo two (2) or more times, or as required by the board is automatically removed from office and if he or she desires reinstatement he or she must petition the Board for such reinstatement prior to appointment of a successor and show just cause for reinstatement.

SECTION 8. Vacancies.

Any vacancies occurring in the Board of Directors and any Directorship to be filled by reason of any increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 10. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

SECTION 11. Regular Meetings.

The Board shall hold regular meetings at such time as may from time to time be determined by the Board. The first meeting following the election of Directors shall be designated as the regular Annual Meeting.

SECTION 12. Special Meetings.

Special Meetings of the Board of Directors may be called by or at the request of the President, or any three (3) Directors. the Secretary shall be authorized to call the Special Meeting of the Board which shall be held at the principal place of business of the Corporation.

SECTION 13. Notices.

Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waived of notice of such meeting unless specifically required by law or by these By-Laws.

SECTION 14. Rules of Order.

Meetings of the Board of Directors shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, so long as such rules are not inconsistent or in conflict with these By-Laws, the Articles of Incorporation, or with the law.

SECTION 15. Interference With Teams.

The Board of Directors will not interfere with the operation of a team unless some infraction of policy or rules has occurred; or an attitude or conduct which is deemed detrimental to the league exists. If such action is required, it shall be channeled through the appropriate Athletic Director.

SECTION 16. Ethics For Board Members.

- A. Must not drink or be under the influence of alcohol or drugs in front of the players, i.e., in dressing rooms, on the bench, during workouts, or during games.
- B. Will not use foul or abusive language in front of the players or cheerleaders, i.e., in dressing rooms, on the bench, during workouts, or during games.
- C. Spreading false and misleading information which damages the reputation of another member of the organization.

SECTION 17. Holding Additional Positions.

A member of the Board of Directors may not hold any other position within the Corporation, League, or any other organization associated within the Parent Organization, unless approved by a majority vote of the Board of Directors present.

**ARTICLE V
OFFICERS**

SECTION 1. Officers.

The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers 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. Two (2) or more offices may not be held by the same person.

SECTION 2. Election and Term of Office.

New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interest of the Corporation would be served thereby. (See Article IV, Section 7)

SECTION 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by 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. He/she shall preside at all meetings of the Board of Directors and meetings of the member. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, 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 the By-Laws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the officer of President and such other duties as may be prescribed by the Board of Directors from time to time. The President can suspend any director who fails to perform their duties as assigned as long as there is at least one written warning sent to the director and the Executive Board (President, VP, Treasurer and Bingo Director.)

SECTION 6. Vice-President.

In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. If both the President and Vice-President shall be absent from any meeting, the Secretary shall call the meeting to order and a temporary chairman shall be elected to preside over said meeting.

SECTION 7. Treasurer.

The Treasurer shall collect all monies due the Club. He/she shall keep books and shall have general charge of the books and accounts of the Club; shall receive and deposit all Club monies, and perform such other duties as the Directors may from time to time require. The Treasurer must file a tax return for the Fiscal Year by April 30 of each year. Prior to the filing, a complete audit of the books must be conducted by the Audit Committee and/or an outside, independent firm.

SECTION 8. Secretary.

The Secretary shall keep the minutes of the meetings of the members and of 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 By-Laws as required by law; be custodian of the corporate 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 By-Laws; 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 him/her by the President or by the Board of Directors.

SECTION 9. Requirements.

See Article IV Section 4. The prerequisite may be waived by a majority vote of the board if they consider it in the best interest of the league.

**ARTICLE VI
COMMITTEES**

SECTION 1. Designation.

The President shall designate committees subject to the approval of the Board to conduct duties such as may be assigned to them by the President, but the designation of such Committees and the delegation thereof of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his 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.

The President shall be ex-office a member of each committee.

All committees shall appoint a secretary who shall keep and transmit to the Board of Directors a copy of the minutes of each meeting.

SECTION 2. Chairman.

One member of each committee shall be appointed by the President as the Chairman.

SECTION 3. 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 4. Rules.

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

**ARTICLE VII
CONTRACTS, CHECKS DEPOSITS AND FUNDS**

SECTION 1. Contracts.

By majority vote, the Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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 or Orders For Payment.

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President, Vice-President or Secretary of the Corporation or Bingo Director.

SECTION 3. Deposits.

All funds of the Corporation shall be deposited within seven (7) days of receipt, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequests or device for the general purpose or for any special purpose of the Corporation.

SECTION 5. Common Treasury.

The Board of Directors shall decide all matters pertaining to the finances of the League. It shall be general policy to place all income in a common league treasury, directing the expenditures of the same in such a manner as will give no individual or team any advantage over the others as to equipment and so forth.

SECTION 6. Equalization of Benefits.

The Board of Directors shall discourage the contribution of funds to individuals or teams, and shall solicit the same for the common treasury of the Corporation. This regulation is to endeavor to equalize the benefits of the teams within the Corporation.

SECTION 7. Procedure for Spending Funds.

1. Call Treasurer for approval and to ensure:
 - A. Expense is budgeted for the appropriate month.
 - B. Sufficient funds are available within that budgeted expense item.
 - C. Money is available.
2. Certain Board Members may need and get advance approval for all expenditures during the month where it is necessary, from the Treasurer. In this case the Treasurer would only need to be notified if expenditures had to go over the budgeted amount.
3. If a Board Member needed to go over budget on any item upon approval of the Treasurer:
 - A. He/She may change funds within their own budget as long as they do not go over their total budgeted.
4. No Board Member will use unused budgeted funds from another Board Member's budget without approval of the budget committee and the affected Board Member.
5. No Board Member may use any unused portion of his budgeted expenses to cover the expense of any unbudgeted item without approval of the Budget Committee.

SECTION 8. Procedure for Depositing Funds.

1. Only two Board Members are authorized to deposit money in the bank other than the Treasurer unless designated to do so by the Treasurer.
 - A. Business Manager
 - B. Bingo Director
2. All money to be deposited other than bingo money will be forwarded to the Treasurer along with a statement of accountability.
3. In the absence of the Treasurer (Vacation, Resigned) only the President or Vice President will be authorized to make deposits in his/her place or designate another board member to do so.

**ARTICLE VIII
MISCELLANEOUS**

SECTION 1. Books and Records.

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, 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 the Corporation may be inspected by any member of his agent or attorney, for any proper purpose at any reasonable time.

SECTION 2. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

SECTION 3. Corporate Seal.

The Board of Directors shall provide a Corporate Seal, which shall be in the form of the OAK GROVE interlocking logo, with the words "Oak Grove Youth Football Association, Incorporated May 17, 1977", written beneath.

SECTION 4. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of California, or under the provisions of the Articles of Incorporation, or the By-Laws of the Corporation, 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 the giving of such notice.

SECTION 5. Coaches Bingo Requirements.

Unless otherwise specified by the board, Head Football and Cheerleading Coaches and Assistant Coaches, who have coached in Oak Grove before must work at least three (3) bingos between December of the previous year and August 1 of the current year, or they will not be allowed to coach in Oak Grove (until they have met this criteria). New coaches have until the end of September to meet this criteria to be allowed to continue coaching after October 1. Only individuals who have been approved by the Board of Directors or the Athletic Director will be allowed to participate as a coach on the practice or game field. In order to be approved, the individual must have met the Bingo work criteria. (Coaches on the Board who work Bingo once per month meet this Criteria).

**ARTICLE IX
AMENDMENTS**

SECTION 1. Power of Directors to Amend By-Laws

These By-Laws may be amended, by any member of the Board of Directors who submits said proposed change in writing to the Secretary. The Secretary shall read proposed change at the next regular meeting under new business. This shall be the first reading. At this time all members of the board shall be given a copy of the proposed change. At the next regular meeting under old business the Secretary shall read the proposed change for a second reading and a vote shall be taken. The proposed change must have an affirmative vote of no less than two-thirds of the Board of Directors. Defeated changes may not be re-submitted for a period of six (6) months.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of OAK GROVE YOUTH FOOTBALL ASSOCIATION, a non-profit California corporation;
and
2. That the foregoing By-Laws, consisting of twelve (12) pages and nine (9) Articles, constitute the By-Laws of said Corporation as duly approved by the unanimous vote of the Board of Directors of this Corporation at a meeting of the Board of Directors duly held on this _____day of _____, 1987, at the Oak Grove Hall, 107 E. Alma, City of San Jose, County of Santa Clara, State of California.

IN WITNESS THEREOF, I have hereunto subscribed my name and affixed the Seal of the Corporation this _____day of _____, 1987.

OAK GROVE YOUTH FOOTBALL ASSOCIATION,
a Non-Profit California Corporation

By_____

Secretary