

**BY-LAWS**  
**OF**  
**APPLE VALLEY REBELS FOOTBALL AND CHEER ASSOCIATION**

**ARTICLE 1. NAME AND STATUS**

Section A: This non-profit corporation is named **Apple Valley Rebels Football and Cheer Association** (hereafter referred to as “**AVRFCA**”), as registered with the Secretary of State of California.

Section B: AVRFCA is incorporated as an Internal Revenue Code §501(c)(3) non-profit public benefit corporation, devoted solely to the provisions that provide opportunity for youth of the chapter to participate in football and cheerleading, adequately equipped, and under the rules and regulations set forth by the Conference.<sup>1</sup>

Section C: AVRFCA was incorporated on March 7, 2016 in the office of the Secretary of State of the State of California for public and charitable purposes, and was approved as a non-profit public benefit corporation by the Internal Revenue Service on 08/04/2014, and by the California Franchise Tax Board on 07/21/2014.

Section D: AVRFCA is organized and operated exclusively for **public and charitable purposes** within the meaning of Internal Revenue Code §501(c)(3). No substantial part of the activities of AVRFCA shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and AVRFCA shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section E: Upon the dissolution or winding up of AVRFCA, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **public and charitable purposes**, and which has established its tax exempt status under Internal Revenue Code §501(c)(3).

Section F: Promotion of Football and Cheerleading Scholarships. The corporation may give scholarships directly to high school students, non-profit colleges and universities for the purpose of furthering the football and/or cheerleading athleticism of Apple Valley, California students. Scholarship awardees will be determined by the AVRFCA's Board of Trustees, upon meeting eligibility requirements that are annually approved by the Board of Trustees. Current Board of Trustee members will be precluded from the benefit of any direct scholarship funding or endowments.

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<sup>1</sup> Our Conference is Southern California Junior All American.

## **ARTICLE II: STRUCTURE OF CORPORATION**

AVRFCA shall have a three-tiered structure for its organization: General Members, Member-Elected Board of Directors, and Board of Trustees consisting of Founders and former Directors, with at least three-years of experience on the Board of Directors.

## **ARTICLE III: PURPOSE AND OBJECTIVES**

Section A: The purpose of this program is for AVRFCA to provide a youth sports organization that will focus on building character, inspiring in youth the ideals of good citizenship and sportsmanship, and encouraging academic achievement. This program will strive to give boys and girls an opportunity to participate in football and cheer in a positive environment that emphasizes teamwork, fair play, and good work ethics. AVRFCA will bring area youth together through an organization that puts the welfare of the boys and girls first and foremost, and will keep the program free of adult ambition for personal glory.

Section B: The objectives of this program will be for AVRFCA to teach youth sportsmanship, as well as the fundamentals of football and cheer. AVRFCA shall promote safe play by encouraging youth to play football or cheer only in their weight and age division.

## **ARTICLE IV: MEMBERSHIP (GENERAL MEMBERS)**

Section A: Membership shall consist of all individuals affiliated with the organization: the Board of Trustees members; the Executive Board members; the General Board members, which includes coaches and approved staff; and the parents / legal guardians of participating youth, excluding those persons who have been excluded from participation for good cause by action of the Executive Board.

Section B: General Members shall have the right annually to vote for and elect the persons who serve as the Executive Board, according to the alternating election schedule set forth below.

## **ARTICLE V: BOARDS OF DIRECTORS**

Section A: As stewards of the public trust the members of The Board of Directors shall be responsible for governance, and the ongoing process of due diligence to assure the health and effectiveness of AVRFCA.

Section B: The **Executive Board** shall consist of the following officers, nominated and approved by the Members:

1. President (Chief Executive Officer)
2. Vice President

3. Chapter Commissioner
4. Chapter Athletic Director
5. Secretary
6. Treasurer (Chief Financial Officer)
7. Cheer Coordinator
8. Equipment Manager
9. Marketing Director

A Board Member may be elected to more than one position, if there is an insufficient number of persons to fill all of the nine positions. Only one person from an immediate family group (which includes spouses, significant others, registered domestic partners, civil partners, siblings, parent and/or child, residing in the same household) may serve on the Executive Board. With the exception of the President, who normally shall not vote, each Executive Board member shall have one vote per person (not per position), except that the President may elect to vote in the event of a tie.

Section C: The **General Board** shall include the following appointed officers:

1. Deputy Commissioner
2. Head Football Coaches
3. Head Cheer Coaches
4. Head Team Athletic Directors
5. Gear Coordinator
6. Concessions Manager

These persons are appointed by the Executive Board, to serve at the discretion of the Executive Board.

Section D: The Executive Board members shall convene to discuss pertinent matters of the operation and oversight of the organization, including, but not limited to, all financial matters, conduct of members, staff selection, scheduling, fundraising, etc. These matters will be discussed during closed meetings only, and will be voted upon by Executive Board members only. In the discretion of the Executive Board, it may invite one or more members of the General Board, one or more members of the Board of Trustees or one or more General Members to be present at any such meeting, to provide information or guidance concerning the actions the Executive Board is considering taking.

The Executive Board may convene meetings with the General Board on at least seven (7) days' written or emailed notice to all General Board members, of the date, time and place of the meeting. The General Board will present recommendations for the Executive Board related to fundraising, equipment, coaching, etc. The Treasurer shall provide a current financial report to every General Board member at said meetings.

Section E: The **Board of Trustees**, which shall act as a long-term repository of historical practices and sound fiscal management of the AVRFCFA and to provide

guidance, continuity and oversight. The Board of Trustees shall consist of up to seven (7) persons who are either “Founders” (a person who helped form AVRFCFA and who shepherded the corporation through its formative years) or who have previously served at least three (3) years as a member of the Executive Board of AVRFCFA. These persons were initially appointed as of January 1, 2019. Any vacancies in the Board of Trustees shall be appointed by majority vote of the Board of Trustees and by majority vote of the Executive Board. In the event of a tie, the vote of the Board of Trustees shall be the ruling vote. The Board of Trustees has previously adopted its own By-Laws for the operation of its meetings, election of Trustees and other procedural issues. That set of bylaws was approved by the Executive Board on November 27<sup>th</sup>, 2018.

Section F: The Executive Board shall refer to the Board of Trustees the following issues, programs and concerns for a final review before implementing any new expenditures, programs or drastic changes to the functioning of the AVRFCFA:

1. Annual Review and Final Approval of all of the financial records, including check registers, bank statements, investment statements (if any), income and expenses, etc.
2. Final Approval of any checks or other expenditures to be paid out of AVRFCFA funds that exceed the sum of \$10,000.
3. Final Approval of any proposed changes in the intellectual property of AVRFCFA and its representation through its conference affiliation, colors, trademarks, design of clothing or gear, etc., to ensure continuity, good taste and consistency in the AVRFCFA “Brand”.
4. Final Approval and review of any other issues that may arise within the AVRFCFA, which the Board of Trustees acting in its own discretion, and relying upon its continuous pool of experience in the operations of the AVRFCFA, believes is inconsistent with the Purposes and Objectives of the AVRFCFA, or with the legal guidelines that AVRFCFA must follow to maintain its Internal Revenue Code §501(c)(3) non-profit status along with its California Revenue & Taxation Code §23701 non-profit status.

Section G: **Executive Board Voting Procedures** shall be followed by the Executive Board. Executive Board members shall convene to discuss pertinent matters of the operation and oversight of the organization, including, but not limited to, all financial matters, including creating and following budget plans, conduct of General Members, staff selection, scheduling, fundraising, etc. These matters will be discussed during closed meetings, and will be voted upon by Executive Board members only (subject to ultimate review by the Board of Trustees upon written request by the Executive Board or Board of Trustees).

The Executive Board reserves the right to convene meetings with the General Board. A minimum of seven (7) days’ written notice shall be given to all Executive Board members for said joint meetings. The General Board will present recommendations for the Executive Board for matters related to fundraising, equipment, coaching, etc. The

Treasurer shall provide a financial report and **budget reconciliation** to every General Board member at said meetings.

Section H. Duties of the Board.

**Duties of the President:** The President shall

1. Be the Liaison between the Conference and the AVRFCA (also referred to as the "Chapter").
2. Appoint any committee relevant to Chapter Operations.
3. Carry out the instructions and commitments of the Executive Board.
4. Handle any complaint concerning Chapter Board members.
5. Make an emergency appointment for any Board vacancies, not to exceed a 45-day term, and pending a final vote by a majority vote of the Executive Board members.
6. Exercise discretionary powers that will permit executive decisions to be made, if warranted, in the best interests and welfare of AVRFCA.
7. Be responsible, as well as the Treasurer, for any and all checks written or issued by the Chapter.
8. Sit as an Ex-Officio member of the Board of Trustees, without voting rights.

**Duties of the Vice President:** The Vice President shall

1. Assume responsibilities of the President in his/her absence.
2. Oversee operations of the Commissioner, Treasurer, Secretary, Equipment Manager and Concessions Manager.
3. Automatically succeed the President (for the remainder of the President's term) in the event that he or she is not able to complete his or her full term of office.

**Duties of the Chapter Commissioner:** The Chapter Commissioner shall

1. Be an additional Liaison between the Conference and the Chapter.
2. Handle complaints concerning Chapter Coaches.
3. Handle any complaint or violations of Conference rules not resolved at the Chapter Athletic Director level.
4. The Chapter Commissioner will prepare a slate of recommendations for the selection and/ or dismissal to the Executive Board of proposed Head Coaches for Executive Board approval. Should the Executive Board disapprove of the slate of nominees, each head coach applicant will be voted on individually.
5. Shall assist coaches during practices and games as necessary.
6. Is responsible for reporting all scores of the Chapter games to Conference per Conference rules.

**Duties of the Chapter Athletic Director:** The Chapter Athletic Director shall

1. Be responsible for certification done for the Chapter.
2. Handle complaints or violations of conference rules not resolved at the Team Athletic Director Level.
3. Outline the responsibilities of the Team Athletic Director.
4. Be responsible for handling all chapter insurance matters, plus maintain complete and accurate files as required by the Conference.
5. Be responsible for administering the Athletic Director Guide that has the Conference Rules, Regulations, and Procedures and will distribute all Conference forms to each one of the Team Athletic Directors within the Chapter.
6. Shall not be a Team Athletic Director, unless a qualified team Athletic Director cannot be found or a team Athletic Director resigns, is released, or otherwise Athletic Director vacates their position, and a Conference Certified team Athletic Director to serve as a replacement cannot be found.
7. Shall inspect all books and cards of all teams weekly or bi-weekly. The Chapter Athletic Director shall determine the time and place of Athletic Director meetings.
8. Will oversee all required paperwork for each team.
9. If a Co-Chapter Athletic Director position is added to the Executive Board, the duties of each Co-Chapter Athletic Director for daily operations and attendance to board meetings will be divided at the discretion and agreement of both parties.
10. Only one vote for both Co-Chapter Athletic Directors shall be represented and recorded on the Executive Board.

**Duties of the Secretary:** The Secretary shall

1. Be responsible for keeping records of Board actions including overseeing the taking of minutes at all board meetings.
2. Sending out meeting announcements.
3. Distributing copies of minutes and the agenda to each Board member.
4. Be responsible for maintaining all correspondence on behalf of the organization and assuring that corporate records are maintained.
5. Notify all Executive Board Members, within 24 hours of the date, time and location of all emergency meetings by email or telephone.
6. Make available such corporation information as is required to be disclosed by law to members, upon any member's reasonable request.

**Duties of the Treasurer:** The Treasurer (also known as the Chief Financial Officer) shall

1. Be responsible for maintaining and keeping financial records.
2. Provide a financial report at regular monthly meetings, including itemized bank records of payables and receivables.

3. Be responsible for the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public via website monthly.
4. Present all expenditures (over \$1,000), outside of the approved budget, to the Executive Board, for a vote and approval by the Executive Board.
5. Deposit all monies collected by the company into its bank account within 48 hours of receipt.
6. Be responsible, as well as the President, for checks written or issued by this Chapter.
7. Makes arrangements for the inspection every year in December (and no later than February 1<sup>st</sup> of the following year) of all financial books and records of the Chapter for inspection by the Executive Board members, who may (from time to time) in turn send the financial books and records to an outside Auditor, as required by law.

**Duties of the Cheer Coordinator:** The Cheer Coordinator shall

1. Oversee operations of the Cheer Division.
2. Be responsible for communication with parents.
3. Be responsible for cheer equipment and inventory.
4. Be entitled to discretionary authority that will permit carrying out all policies regarding cheer matters of the AVRFCFA and the Conference, in an expeditious manner.
5. The Executive Board may reverse or revoke the discretionary authority of the Cheer Coordinator by a two-thirds majority vote at the next regularly scheduled meeting or an emergency Executive Board meeting, called specifically to address that situation.
6. If a Co-Cheer Coordinator position is added to the Executive Board, the duties of each of the Co-Cheer Coordinators for daily operations and attendance to board meetings will be divided at the discretion and agreement of both parties.
7. Only one vote for both Co-Cheer Coordinators shall be represented and recorded on the Executive Board

**Duties of the Equipment Manager:** The Equipment Manager shall

1. Be responsible for football equipment inventory.
2. Purchase football equipment.
3. Receive and issue football equipment.
4. Store football equipment.
5. Maintain supply by ordering new equipment, when necessary.
6. Oversee Team Equipment Manager.

**Duties of the Marketing Director:** The Marketing Director shall

1. Be responsible for all marketing materials, which shall include but not be limited to: website design, social media platforms, and marketing materials (i.e. flyers, posters, banners, etc.).
2. Submit any marketing expense that exceeds \$100 to the Executive Board for its approval.
3. Be responsible for creating or updating any league forms that are deemed necessary.
4. Serve as a public relations manager and community liaison. The Marketing Director will communicate any related information pertaining to the corporation directly to the Executive Board.

**Duties of the Deputy Commissioner:** The Deputy Commissioner shall

1. Assist the Chapter Commissioner in all duties, including the selection and management of all coaches, handling of complaints regarding coaches and parents, and assisting in practices and games, when necessary.
2. Report to the Chapter Commissioner.

**Duties of the Head Coaches:** Each Head Coach shall

1. Oversee the Assistant Coaches.
2. Run practices, workouts and other team-related activities
3. Develop a regular practice schedule and organize practice time to provide both individual and team development.
4. Choose the roster and/or assign player positions.
5. Develop and implement plays for games.
6. Model sportsmanship and maintain appropriate conduct towards cheerleaders, officials, and spectators.
7. Attend at least two (2) General Board Meetings each year.

**Duties of Head Cheer Coach:** The Head Cheer Coach shall

1. Oversee all Assistant Cheer Coaches.
2. Work with cheerleaders during practices and meets.
3. Develop a regular practice schedule and organize practice time to provide both individual and team development.
4. Model sportsmanship and maintain appropriate conduct towards cheerleaders, officials, and spectators.
5. Attend at least two (2) General Board Meetings each year.

**Duties of Gear Coordinator:** The Gear Coordinator shall

1. Be responsible for organizing and heading the Gear Committee.
2. Be responsible for gear purchases, with approval from the Executive Board.



3. Handle funds securely, making deposits to the Treasurer within 24 hours of receipt.
4. Attend at least two (2) General Board Meetings each year.

**Duties of the Concession Manager:** The Concession Manager shall

1. Be responsible for maintenance and operation of the snack bar.
2. Be responsible for purchasing supplies and staffing the snack bar at all practice sessions and home games.
3. Be responsible for providing communication between Snack Bar Vendors and the Executive Board.
4. Be responsible for keeping accurate records of all financial transactions on a daily/weekly basis and works closely with the Chapter Treasurer to maintain an accurate bookkeeping system.
5. Be responsible for selling apparel at all events, and to maintain inventory and sales records.
6. Attend at least two (2) General Board Meetings each year.

Section I: Selection of the Board

The offices of the Executive Board and General Board shall be filled by vote of the General Membership. Each family will receive one vote per football player and/or cheerleader that was registered for the most recent season. All General Members must be in good standing with the League, and must have all monetary balances paid in order to vote. The first general election of the Executive Board was conducted in full in November 2015, and shall be conducted in December of each year thereafter.

- a. Group A - The offices of Vice President, Chapter Commissioner, Treasurer, Equipment Manager shall be filled every two (2) years at the December Meeting in (even/odd) years.
- b. Group B – The offices of President, Chapter Athletic Director, Secretary and Marketing Coordinator shall be filled every two (2) in (odd/even) years.
- c. Executive Board members must be acclimated to the dynamics of the Town of Apple Valley, California, and the overseeing of the AVRFCFA chapter functions prior to qualifying for nominations of executive positions. A prerequisite for holding an Executive Board position is a two (2) year prior commitment to the operation of the organization (including acting as a General Board member, Assistant Coach, Assistant Athletic Director and/or Assistant Equipment Manager).

Section J: Vacancies

Any elected vacancy occurring in the Executive Board of Directors and any position to be filled by reason of a decrease in the number of Officers may be filled, upon recommendation of a qualified candidate by the Officers, by the affirmative vote of the

majority of the Board. An Officer elected to fill the vacancy shall serve out the unexpired terms of his/her predecessor in office.

#### Section K: Resignation of Board Members

The Resignation of a Board Member shall become effective upon adjournment of the meeting at which the resignation was submitted. A Board Member will be deemed to have resigned upon: 1) Written Notice to the Chapter President; or 2) Failure to attend three consecutive meetings, if the absences are unexcused.

#### Section L: Board Meetings

1. The President will, within one month following his/her election, notify all serving members of the Executive Board of the date, time and place of the first meeting of the Board during his/her term of office. The Executive Board shall meet at least twelve (12) times per year. At least two (2) of these meetings shall include the General Board.
2. The first meeting of the Executive Board shall be held within 45 days of the election of Board Members in the prior December.
3. The following issues shall be addressed at the first meeting of the Executive Board:
  - Time and place of future Board Meetings
  - Time and place of Conference Meetings
  - Storage Collection and Inventory of Equipment
  - Payment of Debts
  - Notification to the California Secretary of State of the new Officers and Board Members on the required Statement of Information form
  - Transfer of names on bank records (e.g., new signers on bank accounts)
  - Transfer of all documents and records
  - All other relevant matters to be resolved.
4. The President of the Executive Board may call emergency meetings upon at least 48 hour's telephonic or email notice to all members of the Executive Board.
5. A Special meeting of the General Membership may be called by the President upon due notice given in person, by telephone or by email notice at least seven (7) days prior to such a meeting.
6. A majority of the Executive Board shall constitute a quorum for any business meeting, except for the purposes of Executive Board appointments or change of By-Laws, which require a two-thirds vote of the entire Executive Board.
7. The Secretary shall present the minutes of the prior meeting and the Treasurer shall present the required financial documentation at each meeting of the Executive Board.
8. Any Executive Board Member unable to attend a scheduled meeting shall so notify the President, Vice President or Secretary.
9. No Board Member may vote by proxy. Any such purported proxy vote is deemed null *ab initio*, and without any legal effect whatsoever. No Executive Board

Member may appoint an alternate person to represent that Board Member at any meeting.

10. In the event the President is not able to attend a meeting, the succession line to chair the meeting shall be: First, Vice President; Second, Chapter Commissioner; Third, Chapter Athletic Director; Fourth, Secretary; and Fifth, Treasurer.
11. The Executive Board meetings shall commence with a closed session, to discuss any issues that are sensitive in nature, and then shall be followed by an open public session.
12. All scheduled open Executive Board Meeting dates, times and places shall be posted on the Website.

#### **ARTICLE VI: BOARD MEMBER SUSPENSION, DISMISSAL OR COMPLAINTS**

The Executive Board may remove any Officer for reasonable cause by majority vote of all Officers then in office, at any regular or special meeting of the Executive Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer proposed for removal at least seven (7) days before any final action is taken by the Executive Board. This statement shall be accompanied by a notice of the time when, and the place where, the Executive Board is to take action on the removal. The Officer shall be given an opportunity to be heard and the matter considered by the Executive Board at the time and place mentioned in the notice.

#### **ARTICLE VII: SELECTION OF COACHING STAFF AND ATHLETIC DIRECTORS**

##### Section A

1. The Chapter Commissioner will oversee selection of all head coaches and assistant coaches.
2. The Chapter Athletic Director will oversee selection of all team athletic directors and assistant team athletic directors.
3. The Chapter Commissioner and Chapter Athletic Director will submit all selections of head coaches, assistant coaches, team Athletic Directors and assistant team Athletic Directors to the Executive Board for approval. All coaching and team athletic director positions must be approved by the Executive Board with a majority vote.

##### Section B

One team staff member shall be on the field at all times, and that team staff member shall maintain a valid First Aid Card or equivalent.

##### Section C

All head coaches and staff shall come to the Mandatory Rules Meeting held by the Chapter Commissioner.

## **ARTICLE VIII: PARTICIPANT REGISTRATION FEES AND REQUIREMENTS**

In all cases not inconsistent with conference rules, the Executive Board may set player fees by majority vote and such fees shall not be deemed a change of By-Laws.

## **ARTICLE IX: FUNDRAISERS**

### Section A

All organizational fundraisers or expenditures related to AVRFCFA must be approved by the Executive Board, and submitted to the Trustees for their consideration and approval.

### Section B

All individual team fundraisers and sponsorships must be approved by the Executive Board. All monies procured from team fundraisers and sponsorships are to be handled by the Chapter Treasurer to be placed in a sub-account.

## **ARTICLE X: CONFERENCE BY-LAWS**

This Chapter approves and adopts the Conference By-Laws and amendments hereto. Where inconsistent with these By-Laws, the Conference By-Laws will be given affect.

## **ARTICLE XI: TEAM COMPOSITION AND DRAFTING OF PLAYERS**

### Section A

Teams are composed by Conference age and weights requirements.

### Section B

Team rosters will not exceed 25 football players, except upon approval by the Executive Board.

### Section C

All players in divisions with more than one team will go into a draft headed by the Chapter Commissioner. Players are evaluated and selected by the head coaches.

1. One team will become the Black team, and one team will become the Orange team.
2. The Black Team coach will have the first selection of players. The Orange Team coach will have the second selection of players.
3. When two teams exist that will play in different divisions:
  - (a) The Black Team coach will select its entire roster, and the remaining players will comprise the Orange Team.

(b) When two teams will play in the same division, players will be selected in a draft scenario, whereby each round of the draft will consist of one selection by the Black Team coach, followed by one selection by the Orange Team coach, until all players have been selected.

## **ARTICLE XII: ADD-ONS**

### Section A: Volunteer Screening

All volunteers must complete a successful background check prior to official approval by the Board. Volunteer applicants who have been convicted of a felony of any sort within five years of his/her volunteer application date will be denied approval without exception.

### Section B: Fiscal Year

The fiscal year of the organization shall be a calendar year, beginning on January 1st and terminating on December 31st.

### Section C: Banking Authority

The President and Treasurer shall be responsible for all banking activities, including, but not limited to, opening/closing of bank accounts, bank deposits, check writing, withdrawals, and such. The Board of Trustees' Treasurer will be added to the AVRFCAs banking account to ensure additional financial oversight. Any expenditure exceeding \$10,000 will require approval from the Board of Trustees. All bank records and statements shall be provided for review at every board meeting.

### Section D: Certificate of Deposit (CD)

The Board of Trustees has approved the Executive Board's decision to transfer \$15,000 to a CD as a financial safeguard on 01/28/2020.

### Section E: Indemnification

The Apple Valley Rebels Football and Cheer Association shall indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by the law of the State of California.

## **ARTICLE XIII: AMENDMENT OF BY-LAWS**

### Section A


These By-Laws may be amended at a regular meeting by a two-thirds vote of the Executive Board Officers then in office, provided that notice of the proposed amendment, together with a copy thereof, shall be distributed to each Officer at least seven (7) days prior to the meeting at which the amendment is to be considered.

Section B

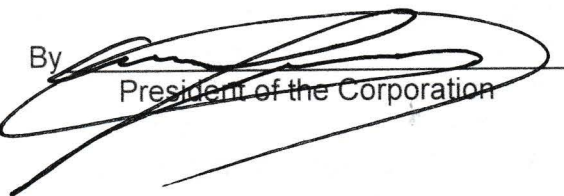
In the event of the dissolution of the Apple Valley Rebels Football and Cheer Association, and after the payment of all debt and return of charitable contributions as appropriate, all assets shall be distributed to another charitable entity, which is an IRC Section 501(c)(3) organization, selected by the Board of Directors, and reflective of the AVRFA's mission.

These By-Laws were amended and restated on February 6th, 2020, by the Executive Board of Directors.

Signed on February 6th, 2020

By   
Secretary of the Corporation

I attest.

By   
President of the Corporation