

ARTICLE I--NAME..... 2
ARTICLE II- PRINCIPAL OFFICE..... 2
ARTICLE III--PURPOSE 2
ARTICLE IV--MEMBERS 3
ARTICLE V—EXECUTIVE BOARD 5
ARTICLE VI—OFFICERS AND THEIR DUTIES 7
ARTICLE VII--APPOINTED BOARD..... 14
ARTICLE VIII—COMMITTEES..... 22
ARTICLE IX--MEETING 22
ARTICLE X--ELECTIONS 23
ARTICLE XI—OFFICIAL LOGO AND UNIFORMS 24
ARTICLE XII—FOOTBALL & CHEELEADING COACHES 25
ARTICLE XIII—CONFLICTS OF INTEREST 26
ARTICLE XIV--AMENDMENTS TO BYLAWS 28

Murrieta Valley Pop Warner, Inc.
A California nonprofit corporation
First Amended Bylaws

ARTICLE I--NAME

The name of this corporation is the Murrieta Valley Pop Warner, Inc., a California nonprofit corporation (referred to herein as “MVPW”).

ARTICLE II- PRINCIPAL OFFICE

The principal office of the corporation shall be located in the county of Riverside, State of California and unless otherwise directed by the Executive Board, shall be at the mailing address of:

Murrieta Valley Pop Warner Incorporated
P.O. Box 836
Murrieta, CA 92564

ARTICLE III--PURPOSE

1. General Purpose: The general objective and purpose of MVPW is to inspire youth, regardless of race, creed, religion or national origin, to practice the ideals of sportsmanship, scholarship, and physical fitness. As a corporation its purpose and power is to have and exercise all rights and powers conferred on a nonprofit corporations under the laws of California, including to contract, rent, buy or sell personal property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

2. Specific Purpose: MVPW seeks to develop well-rounded young men and women who learn not only to the fundamentals of football and cheerleading but also the

importance of education, in an atmosphere conducive to developing sound mind, body and character.

ARTICLE IV--MEMBERS

1. Class of Membership. This corporation shall have one class of membership.
2. Members. Membership is conferred by participation in the MVPW football or cheerleading programs. Any person who is the parent or legal guardian of a boy or girl who meets the standards of the current Rules and Regulations promulgated by Pop Warner Little Scholars, Inc. and who registers as a football player or cheerleader is eligible for membership. Registration of such a boy or girl, and meeting the registration requirements where applicable as set by the Board of Directors, shall be the only acts necessary to attain membership.
3. Duration. Membership is renewed annually upon application for participation in either the MVPW football or cheer program and payment of the application fees, unless a fee waiver is granted.
4. Voting rights. Participants in the MVPW football and cheer programs have no voting rights. Voting rights shall be exercised by the legal guardian of the participant for the annual election of the Executive Board. Each member shall be entitled to one vote for each player or cheerleader represented on each matter submitted to a vote of the members. The total vote shall equal the total number of players and cheerleaders registered.
5. Suspension or Removal of a Member. The Executive Board, upon evidence of the misconduct of any youth participant, shall handle the incident in accordance with the applicable section of the National Administrative Manual. The Executive Board, by a two-thirds vote of the total board of officers at any duly constituted meeting, shall have the

authority to suspend or remove any member whose conduct is considered detrimental to the best interest of this corporation, and in accordance with the procedures outlined in the National Administrative Manual. Membership is automatically terminated on December 31st each year.

6. Fees. Each member must pay, within the time and on the conditions set by the executive board, the fees in amounts to be fixed from time to time by the executive board. These fees may also include fees for fundraising activities, equipment, and other related fees. The executive board may adopt varying fees for members based on pertinent factors, including income or scholarship.

7. Registration/Sign Ups

a. Eligibility. To be eligible to participate in the MVPW program, the applicant must provide the following:

i. Registration shall be completed by the guardian or parent at the time of registration.

ii. Proof of age (birth certificate or other appropriate identification as approved by Palomar Conference Pop Warner Policies).

iii. Current registration fees.

iv. Applicant must also meet age and weight requirements as stated in the National Rule Book.

v. Public Notice. There will be at least a week notice given to the public prior to all sign ups. Football and Cheerleading sign ups will be held at the same time, date and place.

- b. All individuals will be taken on a first-come, first-served basis.

However, children of board members will be registered first. The son(s) or daughter(s) of coaches will be placed according to Palomar Conference Pop Warner Policies. Any participant registering for Pop Warner and not paying the registration fee will be placed on a waiting list until a hardship application filed and approved or said fees are paid. No equipment will be issued until all requirements are met.

- c. Any applicant who is in a hardship situation has the right to come before the Executive Board or to apply in writing for approval of sponsorship.

ARTICLE V—EXECUTIVE BOARD

1. Composition. The Executive Board shall be comprised of those persons serving in the roles of President, Executive Vice President, Secretary, Treasurer, Vice President Football, Vice President Cheer and Vice President General Operations. A Past President may also be included, but shall have no voting rights.

2. General Powers

a. Subject to the provisions and limitation of the California Nonprofit Corporation Law and any other applicable laws, and subject to the article of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board.

b. It shall be the duty of the Executive Board to appoint and remove, at the pleasure of the board, committee members, appointed board members, and agents; prescribe powers and duties for them as are consistent within the law, the articles of incorporation, and these bylaws.

c. A member of the Executive Board may be removed from office by a two-thirds vote of the Executive Board, whose conduct is considered to be detrimental to the best interest of the corporation.

d. Two persons from the same family shall be ineligible to be elected to the Executive Board. (Definition: Father, mother, husband, sibling brother or sister, significant other legal or domestic.)

2. Board Meetings. The Executive Board and appointed members of the board shall meet at least once a month at a place and time to be publicized, in open session to discuss and arrive at decisions pertinent to the running of the corporation. This is not to preclude meetings being held more frequently as the business of the corporation dictates. Executive sessions of the board of officers may be held in order to discuss matters of a disciplinary or personal nature, such as appointment or selection of coaches, and arrive at decisions concerning such matters. Major problems will also be handled privately by the Executive Board only. The Executive Board by a two-thirds vote may elect to exclude anyone they may feel has a conflict of interest in any given situation. In the event of a tie during any voting process of a regular board meeting, the President shall vote to break a tie.

a. Every member of this corporation shall be entitled to a vote at any general meeting and shall have only one vote. Voting by proxy and cumulative voting is expressly prohibited.

b. In the event of a tie during any voting process of a general membership meeting, the President shall vote to break a tie.

3. “Robert’s Rules of Order” revised, shall govern the proceedings of all meeting, except where it conflict with the bylaws of this conference.

4. Executive Board or Appointed Board may accept a position as head coach or assistant coach of a football team or cheerleading squad. If Executive Board or Appointed Board member is a head coach or assistant coach he or she will be excluded from any voting process pertaining to their team.

5. Members of the Executive Board may serve an appointed position or on a subcommittee or booster club. In the event of a vacancy on the Executive Board, the remaining executive members shall vote on a successor to fill the unexpired term.

6. Term. Executive and appointed members shall serve a term of one calendar year starting January 1st and going through December 31. The only exception to the January 1st through December 31st term of office is for the office of the treasurer. His/her term will be February 15th through February 14th for the purpose of filing the corporate tax return.

ARTICLE VI—OFFICERS AND THEIR DUTIES

1. Officers. The officers of the MVPW shall be the President, Vice President, Secretary, Treasurer, Vice President Football, Vice President Cheer and Vice President General Operations, (a Past President may also be included but shall have no voting rights). These officers shall constitute the Executive Board. The Executive Board may also include appointment of Legal Counsel, who will act as a non-officio, non-voting member of the Executive Board. The Executive Board 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 Board.

2. Election and Term of Office. The officers of the MVPW 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 one year or until their resignations or until their successor shall have been duly appointed/elected.

3. 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 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/she 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. The President's duties include, but are not limited to the following:

a. The President shall preside at all membership meetings and all meetings of the Executive Board.

b. The President shall be chief executive of the organization and shall, subject to the control of the Executive Board, have general supervision, direction and control of the business and affairs of the corporation.

c. The President shall have one vote, only in the case of a tie.

d. The President or his duly appointed representative should attend all MVPW meetings and provide a written report for the expressed use of the Executive Board.

e. The President will also be responsible for arranging all Executive Board meetings providing the Executive Board with date, place and time of such meetings.

f. The President shall take ultimate responsibility for the action of any board member or person on the coaching staff.

g. The President shall handle any problem between coaches, parents and conference. Any contact with conference shall go directly through the President.

h. The President will be responsible for getting all information to the coaching staff.

i. The President will be responsible for the following of these bylaws and the National Rules provided by conference.

4. 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 Executive Board. The Vice President's duties include, but are not limited to the following:

a. The Executive Vice President shall attend all Executive Board meetings.

b. The Executive Vice President will handle insurance/medical claims for the league.

c. The Vice President, in case of a vacancy of the office of the President, shall automatically succeed to that office and serve the unexpired term.

5. 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 Executive Board. The Secretary's specific duties shall include, but are not limited to the following

a. The Secretary shall be custodian of the bylaws of the corporation and shall have said bylaws at all meetings.

b. The Secretary shall conduct the correspondence of the association.

c. Upon receipt by the Secretary of any correspondence, communication or other material from National Pop Warner Conference, the Secretary shall expeditiously route same to the person having cognizance thereof.

d. Copies of the minutes of the previous meeting shall be made available to the board of officers and head coaches by or before the next scheduled meeting.

e. The Secretary shall have a logbook at all scheduled meetings available for the board members to be responsible to sign their names in for attendance purposes.

f. The Secretary shall collect, disperse all incoming correspondence.

6. Treasurer. The Treasurer 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 by the Executive Board; 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's specific duties shall include, but are not limited to the following:

a. The Treasurer shall attend all Executive Board meetings and maintain an adequate and correct account of the business transactions of this corporation.

b. The Treasurer shall promptly deposit all moneys and other valuables in to the credit of the corporation with such depositories as shall be designated by the Executive Board members. He/She shall disburse the funds of this corporation in such a manner as may be ordered by the Executive Board members and account for all his or her transactions as Treasurer.

c. The Treasurer shall present a written financial statement on a monthly basis. Written account shall be made following each event on a weekly basis, i.e. Snack Bar monies, fund raisers and registration fees paid.

d. An audit shall be conducted along with the corporation tax preparation before the end of his/her term.

e. All checks drawn on league account shall be signed by two of the three Executive Board members designated as signers for given year.

f. All checks drawn on team accounts shall be signed by one of the three Executive Board members designated as signers for given year.

7. Vice President Football. The Vice President Football shall perform such duties as from time to time may be assigned by the President or by the Executive Board. The Vice President Football's specific duties shall include, but are not limited to the following:

a. The Vice President Football will attend all executive, appointed football board and general meetings.

b. The Vice President Football will be responsible for the football program

c. The Vice President Football will oversee the appointed football board. These people will be the Competitive Player Agent, Non-Competitive Player Agent, Little Scholars Representative, Equipment Manager, Business Manager/Team Parent Coordinator, Fields Director and Field Inventory Control.

d. The Vice President Football will be responsible for organizing and planning football board meetings, practices, fundraising events and training clinics in concurrence with the Executive Board.

e. The Vice President Football shall solicit, take applications and set up interviews of prospective coaches.

f. The Vice President Football shall be the liaison between the Executive Board and the head coaches.

g. The Vice President Football shall communicate all pertinent information from the Executive Board to the head coaches.

8. Vice President Cheer. The Vice President Cheer shall perform such duties as from time to time may be assigned by the President or by the Executive Board. The Vice President Cheer 's specific duties shall include, but are not limited to the following: The Vice President Cheer will attend all executive appointed cheer board and general meetings.

a. The Vice President Cheer will be responsible for the cheerleading program.

b. The Vice President Cheer will oversee the appointed cheer board. These people will be the Cheer Player Agent, Cheer Equipment Coordinator and Cheer Team Parent Coordinator.

c. The Vice President Cheer will be responsible for organizing and planning cheer board meetings, cheerleading registration, practices, fundraising events, training clinics, uniforms and competition in concurrence with the Executive Board.

d. The Vice President Cheer will attend all conference meetings required of him or her or will send a representative in his or her place.

9. Vice President of General Operations. The Vice President of General Operations shall perform such duties as from time to time may be assigned by the President or by the Executive Board. The Vice President of General Operations' specific duties shall include, but are not limited to the following:

a. The Vice President of General Operations will attend all executive appointed board and general meetings.

b. The Vice President of General Operations will oversee the appointed general board consisting of the Media Coordinator, Snack Bar Coordinator and Inventory Control.

c. The Vice President of General Operations will be responsible for all fundraising events and will seek corporate/business and/or league sponsors.

d. The Vice President of General Operations will organize and conduct appointed general board meetings.

e. The VP of Operations shall be responsible for organizing team pictures, including obtaining bids; seeking board approval, scheduling and organizing the event.

ARTICLE VII--APPOINTED BOARD

1. Appointed Board. The Appointed Board shall be comprised of those persons serving in the roles Player Agent (Competitive & Non-Competitive), Fields Director, Equipment Manager, Snack Bar Coordinator, Media Coordinator, Team Parent Coordinator of Football and Cheer, Business Manager Coordinator, Cheer Equipment Manager, Inventory Coordinator, Field Inventory Control and Cheer Player Agent. Each appointed board member shall perform all duties incident to the office of appointed and such other duties as from time to time may be assigned by the President or by the Executive Board.

a. Subcategories of the Appointed Board Designated by the Executive Board:

i. General Board. Snack Bar Coordinator, Media Coordinator and Inventory Coordinator, lead by the Vice President General Business will constitute the Appointed General Board.

ii. Football Board. Player Agents (Competitive & Non-Competitive), Fields Director, Equipment Manager, Business Manager Coordinator, Football Team Parent Coordinator and Field Inventory Control, lead by the Vice President of Football will constitute the Appointed Football board.

iii. Cheer Board. Cheer Team Parent Coordinator, Cheer Equipment Manager and Cheer Player Agent, lead by the Vice President Cheer will constitute the Appointed Cheer Board.

2. Player Agents (Competitive & Non-Competitive). The Player Agent's duties shall include, but are not limited to:

a. The Player Agent shall attend all appointed football/cheer board and general meetings.

b. The Player Agent is responsible for registration, physical examinations, the preparations of official team rosters and subsequent roster corrections and appropriate notifications thereof and assigns late registrants to teams directed by the Executive Board.

c. The Player Agent will handle all contracts and see to it that they are completed in their entirety.

d. The Player Agent will field all problems between player, parent and coach and present them to the Executive Board for further action.

e. In the event of an emergency or the need of a doctor's care, the Player Agent will provide those involved with proper documents.

f. The football/cheer Player Agent will be responsible for the promotion, distribution and collection of the Little Scholars program applications.

3. Fields Director. The Fields Director's duties shall include, but are not limited to:

a. The Fields Director will attend all appointed football board and general meetings.

b. The Fields Director is responsible for negotiating field use with all agencies.

c. The Fields Director is responsible for providing all agencies with the proper insurance documents.

d. The Fields Director will require from conference insurance documents providing names of agencies concerned (field liability insurance).

e. The Fields Director will arrange for all use of facilities permits whenever requested by Executive Board members unless he or she makes arrangements for this to be done by others.

f. He or she will oversee the set up of home game fields on Saturdays, (marker, scale, timer etc.). He or she will maintain all fields required.

4. Equipment Manager. The Equipment Manager's duties shall include, but are not limited to:

a. The Equipment Manager will attend all appointed football board and general meetings,

- b. The Equipment Manager shall be responsible for selecting, purchasing and disbursing all association football equipment and property with the approval of the Executive Board members.
- c. The Equipment Manager shall inventory all equipment and property of the corporation at the beginning and end of the playing season, and submit a written report to the Executive Board.
- d. The Equipment Manager shall advise the head coaches of the proper care and maintenance of all uniforms and equipment
- e. The Equipment Manager must attend all practices or assign an assistant to be present. He or she will also provide Equipment Managers from each team with all necessary replacement equipment or have an assistant present to do so (helmet, chin straps, pads, mouth pieces, etc.).
- f. The Equipment Manager will organize distribution of uniforms and provide coaches with date, place and time in concurrence with Executive Board.
- g. The Equipment Manager will collect or delegate the collection of all issued uniforms and equipment at the end of the final game to make collection possible. No individual trophies will be given until issued uniforms and equipment have been collected and accounted for.

5. Snack Bar Coordinator. duties shall include, but are not limited to:

- a. The Snack Bar Coordinator will attend all appointed general board and general meetings.
- b. He or she will inventory and purchase all needed equipment and food used to stock the Snack Bar.

- c. He or she will assign work schedules for practices and games.
- d. He or she will be in charge of all concessions at any/all MVPW

events.

6. Media Coordinator. The Media Coordinator's duties shall include, but are not limited to:

- a. The Media Coordinator shall attend all appointed general board and general meetings.

- b. The Media Coordinator shall ensure that all media are informed of Pop Warner sign-ups.

- c. The Media Coordinator shall inform the newspapers of all fundraisers and special events sponsored by MVPW.

- d. The Media Coordinator shall collect and deliver to the head of the sports departments of all local newspapers all information regarding games played and results.

- e. The Media Coordinator shall publish a periodic newsletter or provide updated information on a bulletin board at the practice/playing field to keep parents informed about league events.

7. Team Parent Coordinator Football and Cheer. The Team Parent Coordinator's duties shall include, but are not limited to:

- a. The Team Parent Coordinator will attend all appointed football/cheer board & general meetings.

- b. The Team Parent Coordinator shall ensure all teams have a team parent.

c. The Team Parent Coordinator shall relate all pertinent information from the Executive Board to the team parents.

d. The Team Parent Coordinator shall provide team parents with rosters and instructions of their responsibilities as a team parent.

e. The Team Parent Coordinator shall hold team parent meetings throughout the season as needed.

f. The Team Parent Coordinator shall ensure all award banquets are planned in accordance with by-laws.

g. The Team Parent Coordinator shall be the liaison between the Snack Bar Coordinator and the team parents.

8. Business Manager Coordinator. The Business Manager Coordinator's duties shall include, but are not limited to:

a. The Business Manager Coordinator shall attend all appointed football board and general meetings.

b. The Business Manager Coordinator shall perform all duties as described in Cheer Team Parent Coordinator.

c. The Business Manager Coordinator shall relate all pertinent information from the appointed football board to the head coaches or team representative.

d. The Business Manager Coordinator shall hold meeting during the season to inform the coaches/team representative of current and upcoming events.

e. He or she will work closely with the Player Agent in the promotion, distribution and collection of the Little Scholars program applications and the Executive Vice President on insurance medical claims.

9. Cheer Equipment Manager. The Cheer Equipment Manager's duties shall include, but are not limited to:
- a. The Cheer Equipment Manager shall attend all appointed cheer board and general meetings.
 - b. The Cheer Equipment Manager shall be responsible for selecting, purchasing and disbursing all association equipment and property with the approval of the Executive Board members.
 - c. The Cheer Equipment Manager shall inventory all equipment and property of the corporation at the beginning and the end of the playing season, and submit a written report to the Executive Board.
 - d. The Cheer Equipment Manager shall advise the head coaches of the proper care and maintenance of all uniforms and equipment.
 - e. The Cheer Equipment Manager will organize distribution of uniforms and provide coaches with date, place and time in concurrence with the Executive Board.
 - f. The Cheer Equipment Manager shall collect or delegate the collection of all issued uniforms and equipment at the end of the final game. He or she will notify all head coaches for assistance and for them to notify their teams to provide a change of clothes at their last game to make collection possible. No individual trophies will be given until issued uniforms and equipment has been collected and are accounted for.

10. Inventory Coordinator. The Inventory Coordinator's duties shall include, but are not limited to:

a. The Inventory Coordinator shall attend all appointed general board and general meetings.

b. The Inventory Coordinator shall inventory and purchase all needed equipment and food used to stock the Snack Bar in conjunction with the Snack Bar Coordinator.

c. The Inventory Coordinator shall be responsible for purchasing and maintaining t-shirt orders for coaches, board members and general membership.

d. The Inventory Coordinator shall assist the Snack Bar Coordinator with parent work schedules for all practices and games.

e. The Inventory Coordinator shall assist with all concessions at any/all MVPW events.

11. Field Inventory Control. The Field Inventory Control person's duties shall include, but are not limited to:

a. The Field Inventory Control person shall attend all appointed football board and general meetings.

b. The Field Inventory Control person shall maintain all first aid boxes and field supplies.

12. Cheer Player Agent. The Cheer Player Agent's duties shall include, but are not limited to:

a. The Cheer Player Agent shall attend all appointed cheer board and general meetings.

b. The Cheer Player Agent shall be responsible for registration, physical examinations, the preparation of official team rosters, subsequent roster

corrections and appropriate notifications thereof, and assigns late registrants to teams directed by the Executive Board.

c. The Cheer Player Agent shall handle all contracts and see to it that they are completed in their entirety.

d. The Cheer Player Agent shall act as liaison for all problems between player, parent and coach, and present them to the Executive Board for further action.

e. The Cheer Player Agent shall provide those involved with proper documents in the event of an emergency or the need of a doctor's care.

f. The Cheer Player Agent will be responsible for the promotion, distribution and collection of the Little Scholar Program applications.

ARTICLE VIII—COMMITTEES

The corporation shall have committees as may be designated by resolution of the Executive Board. Except as provided in the resolution to form a committee, committees shall have no power beyond that as designated by the Executive Board.

ARTICLE IX--MEETINGS

1. Annual Meeting: The annual meeting of the Association will take place in the month of December of the calendar year.

2. Special Meetings. The President, the Executive Board, or not less than one quarter of the members having voting rights may call special meetings of the members.

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 paragraph 4 below.

4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered via email or posted on website calendar,

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 addressed to the member at his address as it appears on the records of the corporation.

5. Informal Action. 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.

6. Quorum. A majority of the members of the Executive Board meeting shall constitute a quorum at such meeting of the members (special or annual). If a quorum is not present at any meeting of the members, a majority of the Board of Directors present may adjourn the meeting from time to time without further notice.

7. Proxies. No proxy shall be valid for any purpose, including but not limited to maintaining a quorum or counting a vote. There is to be no proxy voting for any purpose.

ARTICLE X--ELECTIONS

1. General Elections

a. In any general election, the majority of the elected Executive Board members must be parents of participating football players and cheerleaders. Maintaining a

minimum two-thirds ratio, which represents the amount of football players and cheerleaders.

b. Elections for Executive Board members will occur once every year.

c. Elected positions are President, Executive Vice President, Secretary, Treasurer, Vice President Football, Vice President Cheer, and Vice President of General Operations. These positions shall also be known as the Executive Board.

d. There will be two weeks notice given as to the election place, time and date.

e. The nominated person must be present to be nominated.

f. Nominees should state their name and experiences about themselves.

There will be absolutely no debating or discrediting against any board member or nominee at this time or the President will adjourn this meeting immediately until further notice.

g. Nominations and elections for each office will be voted on separately.

h. In the event of a tie the existing board will decide the outcome with a written vote.

ARTICLE XI—OFFICIAL LOGO AND UNIFORMS

1. MVPW Logo. The logo introduced by Bear Designs in March of 2009 will be copyrighted and serve as the main logo for MVPW.

a. Articles of clothing bought and sold for MVPW will carry the official MVPW logo. The Executive Board may approve other uses of the MVPW name, logo and team names, as it deems appropriate.

b. The Executive Board may approve other logos it deems appropriate for use by MVPW.

2. Football Uniforms

a. Game uniforms. Executive board shall approve and designate game uniforms.

b. Practice uniforms. Practice uniforms will consist of white or black pants and a black mesh jersey.

3. Cheer Uniforms. Cheerleading uniforms shall coincide with the colors of football uniforms.

4. Board Members and Coaches Uniforms. Board members uniforms shall be red and white and coaches uniforms shall be black and white golf-style shirts embroidered on the left side with the MVPW logo.

ARTICLE XII—FOOTBALL & CHEELEDING COACHES

1. Head Coaches all applications for Head Coaching positions shall be made available to the general public by the Executive Board. The Executive Board at a duly constituted meeting, at which selections will be made to fill positions for head coach, shall review all coaches' applications.

2. Head Coaches will be interviewed and approved by the MVPW Executive board.

3. Coaches are automatically terminated at the end of the season. Vacancies will be filled the following season after the new Executive Board has been selected.

4. The Executive Board will make available and provide up to date copies of the association by-laws, as well as, conference policies to all selected head coaches.

5. Head coaches, by their signature, will be held responsible for conducting themselves and their teams in accordance with the letter and spirit of the above-mentioned by-laws as well as the National Rule Book.

6. Disciplinary action will be held on report or observation of any head coach, assistant coach or member of team staff, not complying with the provisions as defined in the forgoing mentioned bylaws.

7. When the bylaws are provided to the head coach, an Executive Board member will obtain a signed receipt, itemizing publication provided. He/She then will be accountable for any violation.

ARTICLE XIII—CONFLICTS OF INTEREST

1. The Board of Directors shall scrupulously avoid any conflict of interest, either real or perceived in their oversight of MVPW. Any Board member having a direct or indirect financial interest in any matter before the Board shall refrain from the discussion and shall abstain from voting on that matter.

2. Contracts with Directors and Officers. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon; (b) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in

good faith and noted in the minutes, or are known to all members. of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors.

3. Loans to Directors and Officers. The corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation or of its parent, affiliate or subsidiary, unless (a) the board decides that the loan or guaranty may reasonably be expected to benefit the corporation, and (b) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the vote of the director or officer, if a member, or the vote of a majority of the directors then in office, without counting the vote of the director who is to receive the loan or guaranty

4. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

ARTICLE XIV--AMENDMENTS TO BYLAWS

These by-laws may be altered, amended or repealed and new by-laws 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 by-laws at such meeting. Any such approved amendments will take affect the next calendar year.