

**2024 Bylaws of
Denville Blue Angels Football, Inc.**

**A Not-for-Profit Corporation Incorporated Under the Laws of
The State of New Jersey**

Bylaws of Denville Blue Angels Football, Inc.

ARTICLE I - NAME

This Corporation shall be known as Denville Blue Angels Football, Inc. (also referred to as “DBA”).

ARTICLE II - PURPOSE/OBJECTIVE

- A. The Corporation is organized for the following purpose: Charitable 501(c)(3) - Exclusively for educational and charitable purposes to provide education and instruction to youths with respect to the sport of football
- B. The objective of the corporation shall be to implant firmly in the youth of our community the ideals of teamwork, good sportsmanship, volunteerism, and dedication to instill a lifelong healthy work ethic along with principles of honesty, courage, and loyalty as they grow to become respectful citizens.
- C. The objective will be achieved by providing supervised, competitive athletic games, teaching the players the fundamentals of the sport of football. The officers, members, coaches and other participants should strive to lead by positive example to help reach our objective while bearing in mind that exceptional athleticism and winning of the game is important, but the molding of wholesome citizens is the primary mission.

ARTICLE III - OFFICES

The principal office of the corporation shall be in the Township of Denville, County of Morris, State of New Jersey.

ARTICLE IV - MEMBERSHIP

Composed of Active Members, General Members and Board of Directors.

- A. Any child residing in Denville Township meeting the requirements as to age and residence as set forth in the rules of the corporation shall be eligible for active membership in the organization.
 - 1. Active Members shall be defined as any child who has met the above criteria, who is playing in any of the recognized divisions of the corporation, and who has had the following items submitted to the corporation on his or her behalf during that registered year:

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- i. Completed registration forms as required by the corporation.
 - ii. Registration fee (except as may be waived by the Board of Directors due to economic hardship).
 2. Active Members are not eligible to vote.
 3. Active Membership is limited to each season within which Members meet the criteria set forth above.
- B. Any parent of a child registered and actively participating as an Active Member in the corporation shall be considered a General Member. In addition, any person acting as a coach shall qualify as a General Member from the date he or she is appointed as a coach until the end of that fiscal year. General Members are not eligible to vote.

ARTICLE V - CONDUCT

The Board of Directors shall be notified in writing of any potential misconduct of any Member of the program. The Board of Directors have the final authority to suspend or terminate the membership of any member whose conduct is considered, by the Board of Directors, as detrimental to the best interest of the corporation's program.

- A. With respect to an Active Member, a coach shall notify the Player Agent of any misconduct.
1. The Player Agent must first consult the child's parents to make known to them the reason for the contemplated termination or suspension of the child's membership, and to attempt to resolve at that time the difficulty which is the basis of the action. If no solution to the problem is found at this point, the Player Agent shall notify the President, who will appoint a special committee from the Board of Directors to investigate the reason for the proposed suspension or termination. This investigation will require that the parents be consulted once more. The findings of this special committee shall be reported at the next regular meeting of the Board of Directors or at a special meeting of that body called by the President. This report shall be accompanied by a recommendation of the special committee as to the action to be taken. The Board of Directors will make the final decision. During the time between the first

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notification by the coach to the Player Agent of the misconduct and the final decision as to the disposition of the case, the child in question shall continue as a team member.

- B. If any Member of the corporation is guilty of misconduct, the President shall request that said Member attend a special meeting of the special committee of the Board of Directors appointed by the President. This special committee shall report its findings and recommend action at the next regular meeting of the Board of Directors or at a special meeting of that body called by the President. The Board of Directors shall attempt to resolve the issue with the Member.
- C. Members must first communicate concerns to the Head Coach of their team to attempt to resolve within the team. The Player Agent will be notified upon persistence of issue, wherein the Board of Directors shall confirm with the Head Coach that any such concern or complaint was brought to them first in attempt to resolve. Any concern or complaint not brought to the Head Coach can be returned to the complaining party with instructions to refer their concern to their Head Coach.
- D. No adverse actions of any kind are permitted to be taken against any member expressing concerns. Any retaliation by anyone, including but not limited to Board of Directors and Coaches, shall result in disciplinary action, up to removal from current position.
- E. Exceptions to the aforementioned process can be made at the sole discretion of the Board of Directors.
- F. All decisions of the Board of Directors shall be final.

ARTICLE VI - BOARD OF DIRECTORS

- A. **GENERAL POWERS.** The affairs of the corporation shall be managed by its Board of Directors, which shall consist of a minimum of nine (9) members. Directors do not need to be General Members of the corporation but need to be over the age of eighteen (18) years. The initial Board of Directors shall be as set forth in the Certificate of Incorporation. Thereafter, the Directors shall hold office for one year or until his or her successor is elected and qualifies. Directors shall serve without compensation. No Director will be personally liable for the debts, liabilities, or other obligations of the corporation.
- B. **NOMINATION AND ELECTION OF DIRECTORS:** The Board of Directors shall be elected by the Officers of the corporation (as hereinafter defined) in a closed session.

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1. Three (3) Members shall serve on the Nominating Committee, appointed by the President at the November meeting. The Nominating Committee shall present at least nine (9) or more nominee(s) to run as Directors at the December meeting. No person shall be nominated whose consent to serve has not been first obtained. Nominations for director shall be made, in writing, not later than ten (10) days prior to the December meeting.
 2. Election of the Directors for the following year shall be held in January of each year. Only current Directors shall have the right to vote for the election of Directors. Each Director shall have the right to cast nine votes, one per nominee. The nine nominees who receive the most votes shall serve as Directors for the following year.
- C. **BOARD MEETINGS.** The Board of Directors shall hold their annual meeting immediately after, and at the same place as the annual meeting of General Members, or other reasonable location within Denville as deemed necessary by the Board of Directors. The annual meeting shall be held on the third Wednesday in February of each year. Any Member may attend a regularly scheduled monthly meeting of the Board of Directors.
- D. **SPECIAL MEETINGS.** The President or any two Directors may call for special meetings of the Board and shall fix the time and place for said meetings. The Secretary shall provide adequate notice in advance of such special meetings to all Directors. Special Meetings of the General Members may be called by the President or 1/3 of the Directors of the Board of Directors or by a majority of the General Members of the corporation. No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at such meetings.
- E. **QUORUM.** A majority of the Directors must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice. Each Director shall have one vote and such voting may not be done by proxy. The Board of Directors reserves the right to vote via such means as necessary to conduct the business of the Corporation.

Robert's Rules of Order shall govern the proceedings of all meetings, except when they conflict with the Certificate of Incorporation or these Bylaws, in which case the Certificate of Incorporation or these Bylaws shall control.

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ARTICLE VII - OFFICERS

- A. The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, Player Agent, Equipment Manager, Publicity Director, Concession Director and Head League Representative.
- B. The officers shall be elected by a majority vote of the Board of Directors at their annual meeting. Officers shall be elected for a term of one (1) year or until their successors are elected, subject to earlier termination by removal or resignation. Any officer vacancy, with the exception of the President, shall be filled by the Board of Directors electing a successor not later than the next meeting of the Board. The Vice President shall automatically assume the position of President, if available.

C. DUTIES OF OFFICERS

- 1. **President:** Shall be the principal officer of the corporation and all operations of the program. The President shall preside at all meetings of the membership and the Board of Directors of the corporation; shall see that all orders and resolutions of the board are carried into effect; shall appoint all Chairpersons of committees, and shall be an ex-officio member of all committees except the Nominating Committee. The President may distribute communications on behalf of DBA, including but not limited to general announcements and code of conduct. The President may be one of the officers who has access to online bank accounts and who may sign the checks of the corporation.
- 2. **Vice President:** Shall preside in the absence of the President or the President's inability or refusal to act and perform all duties of that office as required as if they had been the duly elected president. The Vice President shall organize all coaches meetings. The Vice President may be one of the officers who has access to online bank accounts and who may sign the checks of the corporation.
- 3. **Secretary:** Shall keep minutes of all meetings, making a duplicate copy of the same for the President's book; shall maintain a permanent file of the membership list, a list of all committees, and an official copy of the Certificate of Incorporation and these Bylaws, standing rules and special rules; shall conduct the correspondence of the corporation and shall keep a copy of all such correspondence on file. Shall distribute meeting

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minutes to the Board of Directors at least 3 days prior to the next meeting. Shall maintain copies of approved Bylaws. The Secretary may be one of the officers who has live to online bank accounts and who may sign the checks of the corporation.

4. **Treasurer:** Shall keep accurate record of all funds collected and bills paid, oversee account receipts and expenditure, and pay bills approved by the Board of Directors. There should be no transactions greater than \$250 without the full knowledge and approval of the Board of Directors. The Treasurer shall provide hard and/or electronic copies of financial statements, including but not limited to transactions and P&L statements at all monthly meetings. Treasurer shall maintain and manage DBA passwords for all financial accounts providing live data access to be shared with Directors who have signatory authority listed above. Passwords shall be changed annually with notification to the President, at which time an annual audit of funds may be conducted. The Treasurer is responsible for complying with The State of New Jersey in all tax related filings as well as all non-profit 501(c)(3) corporation status. The Treasurer may be one of the officers who may sign checks for the corporation.
5. **Player Agent:** Shall be responsible for the well-being and interest of all youths participating in the Denville Blue Angels Football, Inc. organization. Shall be responsible for maintaining registration links, all forms, payments, consents, and other such items as required by the Board of Directors. Shall be the point of contact for concerns/complaints and shall coordinate discussions with all parties as appropriate. All such discussions shall be attended by a minimum of (2) Board Members, one being the Player Agent, to ensure accuracy of any documentation, content of discussions, and as general witnesses to any such discussions. Shall coordinate with the Board of Directors and Coaches as necessary to discuss and resolve all concerns/complaints. Shall communicate decisions of the Board of Directors in any such instances.
6. **Equipment Manager:** Shall be responsible for purchasing and accountability of all athletic supplies and equipment used by the corporation under the supervision of the Board of Directors.
7. **Publicity Director:** Shall be responsible for coordinating all advertising and all news releases relating to the corporation, including, but not

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limited to social media, website, organization emails, press box, gameday experience and awards.

8. **Concession Director:** Shall be responsible for organizing and controlling the operation of the concession stand during the football season under the supervision of the Board of Directors.
9. **Head League Representative:** Shall attend all Morris County Youth Football League (MCYFL) meetings, and shall submit a monthly report of the league findings or discussions/votes at the corporation's monthly meeting.

The order in which the said foregoing officers appear in this Article shall be the chain of command.

ARTICLE VIII - COMMITTEES

The Board of Directors shall create such committees as it deems necessary for the general welfare of the corporation. Each committee shall have a chairperson appointed by the President. The chairperson, in turn, shall select a committee. Committee reports are to be presented to the Board of Directors by the chairperson or his/her designee. Standing committees shall include: Rules, Safety, Nominating, and others deemed desirable by the Board of Directors.

ARTICLE IX - FINANCIAL POLICY

- A. The Board of Directors shall decide all matters pertaining to the finances of the corporation, and it shall be a permanent policy to place all income in a common corporate account, directing the expenditures of same in such a manner as will afford no individual or team an advantage over the other as to equipment or related supplies.
- B. The Board of Directors shall not permit the contribution of funds or gifts of any description to DBA individuals or DBA teams unless authorized by the Board of Directors via majority vote. All solicitations or contributions shall benefit the corporation's treasury. The foregoing regulation is meant to discourage favoritism among the teams and to endeavor to equalize the benefits of the corporation.

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- C. Discretionary spending by Board of Directors is allowed up to \$250 per incident. Spending above \$250 shall require Board of Director approval via majority vote.
- D. All checks issued by the corporation in payment of any and all bills and any withdrawals from the checking accounts of the corporation shall carry the signature of two (2) officers. The officers authorized to sign checks may be the President, Vice President, Secretary, and Treasurer.
- E. The General Membership shall appoint an audit committee to audit the financial records of the corporation at such time as deemed necessary.
- F. The Corporation may provide charitable donations, and all such donations shall require a majority vote of the Board of Directors.
- G. The fiscal year will be from January 1 to December 31.

ARTICLE X - MANAGING & COACHING PERSONNEL

- A. Head coaches at all levels shall be elected by the Board of Directors. Candidates shall be submitted to the Board at the March meeting and voted on at the April meeting. A majority vote shall rule.
- B. Candidates for Head Coaches shall meet the following requirements:
 - 1. They must have served one (1) year as an assistant coach in the corporation.
 - 2. In the event that no assistant coach is available to receive a Head Coach position, the Board of Directors shall elect a person most qualified for the position. A majority vote shall rule.
 - 3. Must meet all requirements set forth by Denville Recreation Department.
- C. Head Coaches shall select their assistants and have them approved by the Board of Directors at the June meeting. Additional assistants may be submitted for approval thereafter, but at no time later than the September meeting.
- D. All coaches shall be responsible to the Board of Directors for their actions and conduct on the field. Meetings of the coaches in each division shall be held periodically as scheduled by the Board of Directors.

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- E. Any vacancy for Head Coach positions shall be filled by a vote of the Board of Directors. A majority vote shall rule.
- F. Head Coaches or their proxies are required to attend MCYFL league meetings, encouraged to attend Board meetings and any additional meetings as deemed necessary by the Board of Directors.

ARTICLE XI - RULES

The Official Playing Rules for the Local Leagues, as published by the Morris County Youth Football League and the Parent/Spectator Code of Conduct shall be binding on this corporation.

ARTICLE XII - AMENDMENTS

These Bylaws or any part thereof may be amended or repealed in the following manner:

- A. Any changes must be submitted in writing at the March meeting, re-read and discussed at the April meeting and voted upon at the May meeting. These dates may be amended by a majority vote of the Board of Directors.
- B. Amendment or repeal will become official after two-thirds (2/3) majority vote of the Board of Directors present at the meeting.
- C. Amendment or repeal will become effective as of the date voted for by a majority vote of the Board of Directors present at the meeting.

ARTICLE XII - APPROVAL

- A. These Bylaws shall be approved by a two-third ($\frac{2}{3}$) majority vote of the Board of Directors present at the general meeting of the corporation.
- B. Adopted on 5/15/2024