

New England Professional Cheerleaders Alumni Association

NEPCAA

Established 2011

Bylaws

Revised and Approved: 01/07/2018

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Article One – Name

1.1 The name of the Association is New England Professional Cheerleaders Alumni Association, NEPCAA, to be known herein as the “Association”. It is a 501(c) 3 charitable organization.

1.2 The Association was organized in 2011 by Susan Shannon, former Director of New England Patriots Cheerleaders and Special Events, for the New England Patriot’s organization.

Article Two – Mission Statement and Fiscal Year

2.1 The mission of NEPCAA is to:

- Reconnect former NFL New England Patriots Cheerleaders and associates while promoting good fellowship among its members;
- Provide support to charitable organizations locally, regionally, and nationally by either providing service, or by engaging in philanthropic endeavors; and to
- Promote mentorship, leadership, and wellness to the community which includes hosting fundraising events and awarding scholarships.

Any and all philanthropic endeavors and/or situations where NEPCAA has a presence require advance approval by the Executive Board.

2.2 The Association's fiscal year is January 1 to December 31.

Article Three – Membership

3.1 Qualifications for Membership: The members of the Association shall consist of such persons as: 1) apply for membership on an application approved by the Board; 2) subscribe to the purposes and goals of the organization; and 3) agree to abide by the Association's Bylaws and Code of Ethics as amended from time to time.

The Association is open to all persons who are alumni of the New England Patriots Cheerleader organization including cheerleaders, gymnasts, coaches, choreographers, and office personnel.

3.2 Types of Membership: Membership in the Association shall consist of Active Members. There is no limit to the number of Active Members.

a. Active Members: Active members will participate in meetings and events, may hold office, chair a committee, and have the right to vote.

3.3 Procedure to become a member is as follows:

- Complete an application which includes the signatures of two alumni who will vouch for you, submit a photo of yourself in uniform, if applicable. Consent to the Code of Ethics, Bylaws, and all Protocols. Pay an application fee and membership dues.
- After submission of the application, the President will accept the new member. The President will then notify the member. Under "Active Member status", the new member is eligible to attend all meetings, receive correspondence, and is eligible to vote. The new member will be introduced at the next annual meeting, and take an oath.

3.4 Voting Rights: Each Active member in good standing shall be entitled to cast one vote with respect to matters submitted to members by the Executive Board for action and approval. There shall not be any voting of members by proxy. Votes may be taken by voice, show of hands, by written ballot, or by email, according to the directives of the email. Voting members shall have no right to cumulate their votes.

Examples of what members may be asked to vote on include:

- Major change in the direction of the Association. This would require an "in-person" vote.
- Change to Bylaws. This would require an "in-person" vote.
- New Initiatives: This may be voted on "in-person" or by email, depending on the directives of the Executive Board.
- New partnerships: This may be voted on "in-person" or by email, depending on the directives of the Executive Board.
- Additional/new Board positions: This may be voted on "in-person" or by email, depending on the directives of the Executive Board.

For "in-person" votes, refer to section 3.8 which designates an affirmative vote requires the presence in person of one-third (1/3) of the membership in attendance.

For email voting, if possible, a notice of seven days will be given to members. If an emergency vote is required, there is no notice period. For approval, 10% of the current membership roster is required to pass a vote. The President shall track the votes and keep a hard copy of email votes.

3.5 Membership Dues: The cost of the dues shall be determined by the Board based on estimated operating and administrative expenses of the Association. New member dues are \$35.00, which includes a one-time \$10.00 application fee. Annual renewable dues for Active Members shall be \$25.00. Dues are payable before or at the annual meeting in January for the upcoming year and no later than March 15th of that current year. When a member joins in the last quarter of the year, October to December, then that is considered payment for the following January to December. New members who join after July 1st, then the fee is \$15.00 plus the \$10.00 application fee (\$25) which qualifies membership through December of that same year.

Any Active Member who has failed to pay the annual dues will be sent a reminder notice. If no payment is made after 3 months, the member will be considered no longer in good standing and no longer a Member of NEPCAA. The President will send a separation notice to the Member.

3.6 Meetings: There shall be at least one meeting per year when the entire membership is invited. The Executive Board shall conduct meetings via teleconference as deemed necessary by the President or presiding officer of the Association. A majority of the Executive Board, when present at any meeting, shall constitute a quorum. In the event that there is no quorum, the presiding officer can adjourn the meeting until a quorum is present.

A special meeting of the voting members for any purpose or purposes may be called by the President or by a majority of the Executive Board members or upon written petition of at least ten percent (10%) majority of the voting members.

3.7 Notice of Meeting Members: In the event the Executive Board determines a Members Meeting shall be held, notice of such meeting must be given to each member entitled to vote, either personally, by pre-paid mail, or by electronic means, addressed to each member at the address appearing on the books of the Association. Such notices should be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting, and shall state the general nature of the business to be considered in such meeting. The notice of the meeting shall designate it as such.

3.8 Quorum: An affirmative vote requires the presence in person of one-third (1/3) of the membership in attendance. This shall constitute a quorum. The members present in person at such meeting may continue to conduct business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting can be adjourned by a vote of the members present.

3.9 Termination of Membership: The membership for each member of the Association will terminate upon the member's death, resignation, expulsion, or failure to pay dues as described. Members terminated as a result of expulsion, may not renew their membership in the Association without obtaining the affirmative vote of at least two-thirds (2/3) of all the Executive Board members.

3.10 Suspension and Expulsion: Any member may be suspended or expelled from membership upon affirmative vote by at least two-thirds (2/3) of all the Executive Board members if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interest of the Association. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of the membership in this Association. Reasons for suspension or expulsion shall include, without limitation, violation of the New England Professional Cheerleaders Association "Code of Ethics", Bylaws, and Protocols.

Article Four- Governance

4.1 The Association shall be governed by the Executive Board.

4.2 Number of Directors: The number of Executive Board Members constituting the entire Board shall be a minimum of five (5) members.

4.3 Election of the Board: The Executive Board shall choose their own members. An Active Member who has an interest in being a part of the Board is asked to make a formal request in writing addressed to the President expressing his or her interest.

4.4 Term Limits: There are no term limits. The Directors shall hold office until she resigns or is removed.

4.5 Removal, Resignation: Any Director may resign from office at any time by giving written notice to the President. Any Director may be removed with or without cause by a two-thirds (2/3) vote by all of the other Directors then in office.

4.6 Filling of Vacancies: Any vacancy occurring on the Board of Directors may be filled on the vote of the majority of the remaining Directors. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent (100%) of the remaining Directors shall be required to fill the vacancy.

4.7 New Board positions: A new position on the Board may be appointed by the unanimous vote of the Executive Board members.

4.8 Powers of the Board: The Executive Board by majority vote shall:

- Appoint and remove all Executive Board members according to the Bylaws;
- Conduct, manage, and control the affairs of the Association, not inconsistent with the laws of a 501(c)3 Corporation, the Articles of the Incorporation, and the Bylaws of the organization, as they deem best.
- Recommend the general policies and direction of the Association;
- Conduct at least one Annual Meeting per year;
- Oversee all expenditures and all obligations incurred, and disbursements made on behalf of the Association;
- Approve new members; and
- Conduct three Board meetings per year.

4.9 Responsibility of Officers: The Executive Board shall comprise the following appointed officers:

- President: The President is the chief executive officer of the Association. She shall preside at all meetings of the members and of the Executive Board at which she is present. She shall preserve order and entertain motions. She shall provide strategic and operational direction to the Association. She has the authority to sign checks in name of the Association. The President is also responsible for maintaining current paperwork requirements to maintain 501c3 status of the Association. Manage and serve as point person for partnership relationships, i.e. NFL Alumni Association and National Football Cheerleaders Association.
- Vice President: The Vice President shall act as the President in her absence.
- Treasurer: The Treasurer shall be the custodian of the funds of the Association. It shall be her duty to collect all dues, initiation fees, and receive all monies realized from various philanthropic endeavors. She shall manage the banking business for the Association and give financial reports when directed by the President and for the annual meeting. She shall pay- out said funds as approved by the Executive Board. She has the authority to sign checks in the name of the Association.

- Secretary: The Secretary is responsible for keeping meeting minutes, recording attendance at the meetings, and keeping all records of such meetings. She shall send out all meeting minutes to members once approved by the Executive Board.
- Chief Operating Officer: The Chief Operating Officer shall be responsible for the operational roll out of initiatives and oversee the progression of projects. The COO will coordinate and oversee the activities of the Committee Chairs and serve as the liaison between the Committee Chairs and the Executive Board.
- Strategic Planner: The Strategic Planner will be responsible for scoping out the mid and long-term planning for the organization. She is responsible for writing and maintaining updates for Bylaws, Scholarship Program, Sponsorship Program, and any other initiatives approved by the Executive Board.

Article Five - Committees

5.1 Committee Chairs are appointed by the Executive Board, by unanimous vote and are responsible for organizing specific projects and events.

5.2 Committee Powers: No Committee or Chairperson of a Committee has the authority to purchase, collect funds, open bank accounts, implement policy, bind, or obligate the Association or its Board of Directors in anyway by any means. All such powers are expressly reserved to the Executive Board.

5.3 Committee Membership: Committee Chairs may appoint members who are Active Members and in good standing with the organization to work on their committees.

5.2 Standing Committees: There are Committees which are considered "Standing" vs. temporary or ad-hoc. The following Standing Committees are as follows:

- Membership: Maintain accurate list of all members including mailing address, email address, telephone numbers, and biographical information.
- Webmaster: Design and manage web-site.
- Public Engagement Coordinator: Book alumni to appear at events.
- Social Coordinator/Goodwill: Organize social events for the membership and acknowledging life event moments.
- Events/Fundraiser: Generate ideas to raise money for charities and to organize all aspects of NEPCAA sponsored events.
- Public Relations: Publicize events pre and post event date. Keep data base of media sources. Serve as historian for the Association.
- Player Liaison: Serve as contact between Player's organization and NEPCAA.
- Scholarship: Develop relationship with schools for whom NEPCAA sponsors a scholarship. Serve as a liaison between NEPCAA and the scholarship schools or organizations. Manage and ensure scholarship application and selection process is followed according to Association guidelines.
- Merchandising: Oversee all aspects of NEPCAA merchandise, including design, procurement, approvals, sales, and tracking.
- Sponsorship: Develop relationships with sponsoring organizations. Implement program established by Executive Board. Work with other Committee Chairs to support sponsorship needs for NEPCAA fundraisers.
- Social Media: Manage social media presence for the Association.

5.3 Special Committees: Other Committee Chairs may be appointed at the discretion of the President and approved by a majority vote by the Executive Board. Special Committees are considered project- based or ad-hoc and are task specific.

Article Six – Prohibited Activities

6.1 Actions Jeopardizing Tax Status: This Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under 501(c)3 of the Internal Revenue Code, as amended or the corresponding provision of any future United States Internal Revenue law.

6.2 Private Inurement: No part of the income or net assets of the Association shall inure to the benefit of, or be distributable to, its directors or members. Specifically, Association revenue generated from non-members shall not be used to the personal advantage of the members (such as in reduced dues, improved facilities, and the like). However, the Association is authorized to pay reasonable compensation to members for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

6.3 Non-Discrimination: In the conduct of all aspects of its activities, the Association shall not discriminate on the grounds of race, color, national origin, or gender.

6.4 Conflict of Interest: A conflict of interest occurs when a person under a duty to promote the interest of the Association (a “fiduciary”) is in a position to promote a competing interest instead. Fiduciaries include all Association members, directors and members of any Association committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interest of the Association and work to the detriment of the Association.

6.5 Typical Conflict Situations: Conflicts of interest are likely to arise whenever a fiduciary has a personal interest in a vendor of goods or services to the Association.

6.6 Discharging Conflicts of Interest: All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflict of interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

6.7 Preventing Conflict Situations: The Association, through the Executive Board, shall encourage fiduciaries to prevent conflicts of interest where possible.

(a) Fiduciaries should refuse to enter into self-dealing relationships with the Association as a vendor;

(b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.

Article Seven – Other Financial Matters

7.1 Property of the Association: The title to all property of Association, both real and personal, shall be vested in the Association.

7.2 Property Ownership: Property ownership refers to all property, physical, electronic, or virtual related to NEPCAA is protected and owned by NEPCAA. Members, even though they may be involved in the development of ideas, do not own any of the property at any time. Some examples of NEPCAA’s property may include, but is not limited to, logo, domain name (s), all social media accounts and their contents, names or terms used for NEPCAA specific events (i.e., Wellness Workshop, Dance Showcase). Furthermore, the use of NEPCAA’s logo or likeness is prohibited unless approved in advance by the Board. Also included in the property ownership category are any NEPCAA event photos and videos, NFL Alumni logo, any forms created by the Association, i.e.: Scholarship form, Membership form.

7.3 Disposition Upon Dissolution: Upon the dissolution or winding up of the Association, or in the event it shall cease to engage in carrying out the purpose and goals set forth in these Bylaws, all of the business, properties, assets, and income of the Association remaining after payment, or provision for payment, of all debts and liabilities of this Association, shall be distributed to a non-profit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Association, as may be determined by the Board of Directors of this Association in its sole discretion, and which has established its tax exempt status under 501(c)3 of the Internal Revenue Code, as amended.

7.4 Contracts: The Executive Board may by unanimous vote authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, agent, or member shall be any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

7.5 Financial Accounts: The Association may establish one or more checking accounts, saving accounts, or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Executive Board to hold, manage, or disburse any funds for Association purposes. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer(s) or agent(s) of the Association, and in such a manner, as is determined by the Executive Board from time to time. Any expenditure exceeding \$50 requires Executive Board Approval.

7.6 Financial Statements and Reports: An independent auditor appointed or approved by the Executive Board may be utilized for financial reporting. The auditor's charges and expenses shall be proper expenses of administration.

7.7 Limitation on Debt: No debt shall be incurred by the Association beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Association unless authorized by the Executive Board. Specifically, without limitation, no loan shall be made to any officer or director of the Association. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

7.8 Liability of Officers: No Director or Officer of the Association shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Association's assets for payment. Further, neither any officer, the Board, nor any of its individual members shall be liable for acts, neglects or defaults of a member, agent, or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

7.9 Liability of Members: No member of the Association shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors should look only to the Association's assets for payment.

7.10 Property Interests Upon Termination of Membership: Members have no interest in property, assets, or privileges of the Association. Cessation of membership shall operate as a release and assignment to the Association of all right, title, and interest of any member, but should not affect any indebtedness of the Association to such member.

Article Eight – Amendment to Bylaws

8.1 Adoption: These bylaws may be adopted, amended, restated or repealed by a majority of the Executive Board. The Executive Board will then seek approval of the Active Members at a special meeting or annual meeting. Refer to Section 3.8 for voting parameters.

8.2 Inspection of Bylaws: The original or copy of these Bylaws, as amended or otherwise altered today, shall at all times be kept in the principal office of the Association for the transaction of business, and shall be open to inspection by Active Members at all times. An electronic copy will be posted under the Members Only section of NEPCAA's web-site.

Article Nine: Parliamentary Authority

Roberts Rules of Order shall be the parliamentary authority on all matters not covered by the Bylaws of this Association.

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