



Twelve Bridges Jr. Rhinos Football and Cheer, Inc.
BYLAWS

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Bylaws of the Twelve Bridges Jr. Rhino's Football and Cheer Program

Article I: Principal Office

Section 1.01: The Board of Directors shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside California, and the corporation has one or more business offices in California, the Board of Directors shall fix and designate a principal business office in the State of California.

Section 1.02: The Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the corporation is authorized to do business.

Article II: Purpose

Section 2.01: The purpose of this corporation is to coordinate, educate and foster the development of youth football and cheer activities in the Lincoln area of California.

Article III: Members

Section 3.01: The Corporation shall have two classes of non-voting members:

- (a) Player Members – Any player meeting the requirements of the Twelve Bridges Jr. Rhino's Football and Cheer Program, hereinafter referred to as TBJR. TBJR may set standards regarding age, weight and residence for player members to be eligible to compete for participation, but player members shall have no rights, duties or obligation in the management or property of this corporation.
- (b) Parent or Guardian Members – Those who have one or more children participating in the corporation's youth football and cheer program.

Section 3.02: Any action involving this corporation shall require only approval of the Board of Directors. Any rights that would otherwise vest in the members under the California Nonprofit Public Benefit Corporation Law shall vest in the Board of Directors.

Section 3.03: Membership in the corporation may be suspended or terminated by action of the Board of Directors. By 2/3 vote of those Directors present at any duly constituted meeting, shall have authority to discipline, suspend or terminate the membership of any member whose conduct is considered detrimental to the best interests of the corporation. The member involved shall be notified of such meeting, information of the general nature of the suspect conduct, and be given an opportunity to appear at such meeting to answer. In the case of an action involving a player member, the Board of Directors shall give notice to the head coach of the team on which the player is a member. The head coach shall appear in the capacity of an advisor with the player



before the Board of Directors. The Board of Directors shall have full power to suspend or revoke such player's rights to future participation in the corporation's football and cheer program.

Article IV: Directors

Section 4.01: Number: The authorized number of Directors shall be not less than three (3) and not more than Nineteen (19) until changed by amendment to this bylaw.

Section 4.02: Power of Directors:

- (a) General Corporate Powers: Subject to the provisions of the California Nonprofit Corporation law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.
- (b) Specific Powers: Without prejudice to these general powers and subject to the same limitations, the Directors shall have the power to:
 - (1) Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these bylaws; and fix their compensation.
 - (2) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members meeting or meetings, including annual meetings.
 - (3) Adopt, make and use a corporate seal, prescribe the forms of membership certificates, and alter the form of the seal and certificate.
 - (4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

Section 4.03: Election and Term of Office: The Directors shall be, by the acting Board of Directors, elected at each annual meeting of the Directors to hold office until the next annual meeting. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. A Director may succeed himself in such office.

Section 4.04: Vacancies:



- (a) Events causing vacancy – A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following:
- (1) The death or resignation of any Director.
 - (2) The declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under sections 5230 and following of the California Nonprofit Corporation Law.
 - (3) The vote of the majority of Directors to remove a Director.
 - (4) An increase in the authorized number of Directors.
- (b) Resignations – Except as provided in this paragraph, any Director may resign. The resignation shall be effective immediately by giving written notice to the President of the Board, the Vice President, the Secretary, or the Board of Directors, unless the notice specified a later date for the resignation to become effective. If the resignation of a director is effective at a future date, the Board of Directors may elect a successor to take office when the resignation becomes effective. No Director may resign in the event the resignation would cause the corporation to be left without a duly elected Director or Directors in charge of its affairs.
- (c) Filling vacancies –
- (1) Vacancies in the Board of Directors shall be filled by a vote of a majority of remaining Directors currently installed, even if the number of currently installed Directors is less than a quorum, or by the sole remaining Director.
 - (2) Newly elected Board Members elected to office have voting rights after a sixty (60) day probationary period.

Section 4.05: Discipline: The Board of Directors shall have the power to discipline, suspend or revoke any Director, officer, or committee member of the corporation in accordance with the procedure set forth in Article III, Section 3.03.

Section 4.06: Policy Issues: All issues concerning the policies and operations of the corporation shall be decided by a vote of the Board of Directors. No motion shall be carried without a favorable vote by the majority of those present at a duly constituted meeting. Each member of the Board of Directors shall be entitled to cast one vote on any matter of business. Voting members are as follows: Vice President, Secretary, Treasurer, Football Director, Cheer Director, Assistant Cheer Director, Site Coordinator, Equipment Coordinator, Snack Bar Coordinator, Volunteer Coordinator, Fundraising Coordinator, Spirit Wear Coordinator, Registrar and Director of Public Information. The President shall vote only in the event of a tie.

Section 4.07: Meetings:

- (a) Call of Meeting – The President, or any Vice President, or any two Directors of the corporation, may call meetings of the Board.



- (b) Place of Meetings – Regular and special meetings of the Board of Directors shall be held at the location specified in the notice of the meeting.
- (c) Annual Meeting – Unless the Board of Directors fixes another date and notifies each Director as provided below, the annual meeting of Directors shall be held in December of each year. At such annual meeting, the Directors shall be elected and any other proper business may be transacted.
- (d) Other Regular Meetings – Other regular meetings of the Board of Directors shall be held without call at such time as shall be fixed by the Board of Directors. Such regular meetings may be held without notice.
- (e) Notice of Meetings – Notice of special meetings or of an annual meeting held on a date different than that specified in subsection (c) shall be given to each Director by email or text message at least forty-eight (48) hours in advance of the meeting.
- (f) Waiver of Notice – Notice need not be given to any Director who signs, before or after the meeting, either a waiver of notice, consent to the holding of the meeting, or an approval of the minutes of the meeting, or who attends the meeting without protesting the lack of notice prior to or at the commencement of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting to which they pertain.
- (g) Quorum – A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business except as hereafter provided.
- (h) Transactions of the Board – Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
- (i) Adjournment – A majority of the Directors present at any meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.
- (j) Conduct of the Meetings – The President, in his/her absence, may appoint a director to preside over the meetings of the Board of Directors. The Secretary of the corporation, or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Board members may participate in any such meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation constitutes personal presence at the meeting.
- (k) Compensation – Directors and members of committees shall receive no compensation for their services, but shall receive reimbursement for their expenses as shall be determined by the Board to be just and reasonable.



- (l) Committees – The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate such committees as it deems necessary or desirable and to delegate to them such powers as the Board of Directors may deem advisable.
- (m) Rules – Roberts Rules of Order, revised, shall govern all proceedings of this organization and its constitutional parts, except as otherwise provided by these Bylaws.

Article V: Officers

Section 5.01: Officers: This Corporation shall have a President, a Vice President, a Secretary, Treasurer, and such other officers as the Board of Directors may from time to time designate and appoint. One person may hold any two or more offices except that one person may not hold both the offices of President and Vice President or President and Secretary. The office of Vice President and any office designated by the Board may be left unfilled for any period at the discretion of the Board.

Section 5.02: Election of Officers: The officers of the corporation, except those appointed in accordance with the provision of Section 5.03, shall be elected by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 5.03: Subordinate Officers: The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in the Bylaws, or as the Board of Directors may from time to time determine.

Currently, these approved positions entail the following:

Registrar – Approved to conduct the enrollment of and to accept payment for cheer and football athletes into TBJR. The Registrar is required to attend pre-book certifications and is responsible for maintaining each team’s registration books for cheer and football as required and in accordance with the TBJR and SAC guidelines. Any funds collected by the Registrar must be turned over to the Treasurer as soon as possible, but no later than within 24 hours of receipt. Proper receipts and documentation must accompany any funds received.

Football Director – Approved to establish and conduct a football practice regimen and playbook in line with the Twelve Bridges High School Varsity Football program. The Football Director is the point of contact and advocate for the football coaches and is responsible for implementing decisions passed by the Board of Directors in regards to all football related matters. The Football Director does not have any authority to spend money on behalf of TBJR unless approved by a majority vote by the TBJR board of directors.



Cheer Director – Approved to establish and conduct a cheer practice regiment and performances in line with the Twelve Bridges High School Varsity Cheer program. The Cheer Director is the point of contact and advocate for the cheer coaches and is responsible for implementing decisions passed by the Board of Directors in regards to all cheer related matters. The Cheer Director does have the ability to place orders on behalf of the TBJR for all cheer equipment, uniforms and other necessary items required to complete any given season. All orders must have prior approval from a majority vote of the Board of Directors and must operate within an approved budget. All purchases from the Cheer Director must come out of the cheer bank account.

Assistant Cheer Director – Approved to assist the Cheer Director to carry out their duties and functions. The Assistant Cheer Director would also represent TBJR in cheer matters with SAC if the Cheer Director is unable to attend any SAC Cheer meetings.

Site Director – Approved to set up and clean up, or to appoint and direct volunteers to set up and clean up, TBJR sponsored events, including, but not limited to, Jamboree, home games, playoff games, championship games and scrimmages that take place at the high school football stadium or any designated practice fields. The Site Director does not have any authority to spend money on behalf of TBJR unless approved by a majority vote by the TBJR board of directors.

Equipment Coordinator – Approved to order, maintain and perform inventory control of league equipment. The Equipment Coordinator does have the ability to place orders on behalf of the TBJR for equipment, uniforms or other needed items required to complete any given season. All orders for equipment must have prior approval from a majority vote of the Board of Directors and must operate within an approved budget. All equipment purchased may come from either the General Account or from the Football Account depending on the items being purchased and their use.

Volunteer Coordinator – Approved to coordinate and assign volunteers for TBJR sponsored events. The Volunteer Coordinator is also in charge of maintaining an accurate accounting of all volunteer hours worked for all TBJR sponsored events. The Volunteer Coordinator does not have any authority to spend money on behalf of TBJR unless approved by a majority vote by the TBJR board of directors.

Spirit Wear Coordinator – Approved to coordinate the design and purchase of spirit wear items to be sold at TBJR sponsored events. The Spirit Wear Coordinator does have the ability to place orders on behalf of TBJR. All orders must have prior approval from a majority vote of the Board of Directors and must operate within an approved budget. All purchases from the Spirit Wear Coordinator will come out of the general checking account.



Director of Public Information – Approved to maintain and update all TBJR sources of information, including, but not limited to, Facebook, Instagram and other social media accounts as well as the TBJR websites. The Director of Public Information is also responsible for league-wide communications and, if directed, to issue press releases to news and media outlets. The Director of Public Information does not have any authority to spend money on behalf of TBJR unless approved by a majority vote by the TBJR board of directors.

Snack Bar Coordinator – Approved to coordinate the organization, set up and operation of a snack bar or concession stand at TBJR sponsored events. The Snack Bar Coordinator is authorized to purchase food and food-related items necessary to operate and maintain a snack bar or concession stands. Purchases are subject to review by the Treasurer and if requested by any active member of the Board of Directors. All receipts and documentation must be provided to the Treasurer as soon as possible, but no later than 24 hours after the completion of any TBJR sponsored events. All purchases and orders placed for the snack bar or concession stands will come out of the general checking account and must stay within their annual budget.

Fundraising Coordinator – Approved to conduct business on behalf of TBJR for the sole purpose of raising funds for the TBJR and to conduct fundraising activities for the benefit of individual families solely to pay for cheer/football registration fees, uniforms, post season competitions and tournaments. The Fundraising Coordinator is authorized to collect money on behalf of TBJR and any funds collected by the Fundraising Coordinator must be turned over to the Treasurer as soon as possible, but no later than within 72 hours of receipt. Proper receipts and documentation must accompany any funds received. The Fundraising Coordinator does not have any authority to spend money on behalf of TBJR unless approved by a majority vote by the TBJR board of directors. Any expenses related to the Fundraising Coordinator would come out of the General Fund.

Director(s) at large – On occasion the board may appoint directors at large to assist TBJR as they see fit. The terms for any director(s) is prescribed in section 5.02.

Section 5.04: Removal of Officers: Subject to the rights, if any, of an officer under any contract of employment, the Board of Directors may, at any regular or special meeting of the Board, remove any officer, with or without cause.

Section 5.05: Resignation of Officers: Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect on the date of the receipt of that notice or at any other time specified in the notice. Unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make effective.

Section 5.06: Vacancies in Office: A vacancy in any office shall be filled only in the manner prescribed in these Bylaws.



Section 5.07: Responsibilities of the Executive Officers:

- (a) President: The President shall be chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of affairs and activities and the officers of the corporation. He/she shall have the general powers and duties of management usually vested in the office of the President of a corporation, and shall have other such duties and powers prescribed by the Board of Directors and/or Bylaws. The President shall preside at all meetings of the members and at all meetings of the Board. The President shall have the authority to approve expenses up to \$1000 without prior approval from the Board of Directors. Any such approvals must be provided to the Board of Directors no later than the next Board Meeting. The President will facilitate meeting with the SAC or other organizations as necessary. The President shall not vote in any matters of the organization unless a tie is present. The TBJR board shall not have a “strong president” unless given authority by $\frac{3}{4}$ of the board of directors.
- (b) Vice President: The Vice President may assume and perform the duties of the President in the absence or disability of the President or whenever the office of the President is vacant. The Vice President is responsible for performing a monthly review of the bank accounts and for scheduling the annual audit of the books by a third-party firm or agency. Once the audit is completed, the Vice President is to first present the audit findings to the Executive Board, and then shall present the findings to the entire Board of Directors at the next scheduled meeting. The Vice President shall also perform such other duties and have such other powers as the Board or the President shall from time to time designate. The Vice President shall have the authority to approve expenses up to \$500 without prior approval from the Board of Directors.
- (c) Secretary: The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Directors and committees of Directors. The minutes shall contain time and place of holding, whether the meeting was a regular or special meeting and, if special, how authorized, the notice given, the names of those present at the Directors meetings or committee meetings, and the proceedings. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors if required by the Bylaws or by law given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. He/she shall also be responsible for the preparation and distribution of any and all notices given by the Board to the player members and/or parents/guardians of the player members. The secretary will facilitate correspondence between the board of directors and all candidates that apply to become a part of TBJR. The secretary will be the custodian of records and will ensure all official paperwork be held and retained in at least two (2) manners (electronic/hard copy/External hard drives/Etc.) The secretary will facilitate correspondence between the board of directors and all candidates that apply to become a part of TBJR.



- (d) **Treasurer:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. He/she shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever requested, an account of all transactions executed by him/her and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his/her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control on his/her death, resignation, retirement, or removal from office.

Article VI: Execution of Instruments

Section 6.01: The Board of Directors may, at its discretion, determine the method, and by resolution designate, the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the corporation.

Article VII: Corporate Records and Reports

Section 7.01: Maintenance of Articles and Bylaws: The corporation shall keep at its principal office the original or a copy of the articles and Bylaws as amended to date.

Section 7.02: Maintenance of Other Corporate Records: The accounting books, records, and minutes of proceedings of the Board of Directors and any committee of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be written or typed, and the accounting books and records shall be written or typed or in any other form capable of being converted in written, typed or printed form.

Section 7.03: Inspection by Directors: Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a



Director may be made in person or by an agent or attorney, and the right of inspection includes the right to a copy and to make extracts of documents.

Section 7.04: Annual Report: The secretary and treasurer shall provide to the Directors, within 120 days after the close of the fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expense or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by California Corporations Code section 63-2 regarding transactions with interested persons and indemnifications.

Section 7.05: Corporate Seal: The Board of Directors shall adopt a corporate seal. The Secretary of the corporation shall have custody of the seal and shall affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

Section 7.06: Retention of documents: The following regulations shall be followed for official TBJR Documents:

Permanently retain:

- Audit reports
- Articles of incorporation, minutes, bylaws and charter
- Chart of accounts
- Check copies for important payments and purchases
- Copyright, trademark and patent registrations
- Correspondence, legal and important matters
- Depreciation schedules
- Employee discrimination reports
- Financial statements (year-end)
- General ledgers, year end trial balance and journals
- Insurance records, accident reports and claims
- Mission statements and strategic plan
- Personnel files (terminated board members/coaches/assistant coaches/Jr coaches)



- Program or project files
- Tax returns and worksheets
- Training manuals

Retain for a minimum of 7 years:

- Accident reports
- Accounts receivable, payable, and notes receivable and payable
- Bank statements, checks, deposit records and reconciliation
- Contracts
- Contracts (until 7 years after expiration)
- Donation Documentation
- Expense Analyses
- Garnishments
- Grants funded (7 years after closure)
- Invoices
- Inventory records
- Payroll records
- Purchase orders
- Sales records
- Vouchers for payments to vendors, employees, etc.
- Withholding tax statements

Retain for a minimum of three years:

- General correspondence (1 year)
- Administrative correspondence (3 years)
- Customer and vendor correspondence (2 years)
- Employee demographic records (3 years)
- Insurance policies (3 years after expiration)
- Internal audit reports (3 years)
- Petty cash vouchers (3 years)

Article VIII: Indemnification of Directors, Officers, Employees and Other Agent

Section 8.01: Definitions: For the purposes of this article:

- (a) “Agent” means any person who is or was a Director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee, or agent of another foreign or domestic association, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of



another foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.

- (b) “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.
- (c) “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent and all attorney’s fees, costs and other expenses incurred in establishing a right to indemnification under this article.

Section 8.02: Successful Defense by Agent: To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this article, or in the defense of any claims, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If the agent either settles any such claim or sustains a judgment rendered against him, then the provision of Sections 8.03 and 8.05 shall determine whether the agent is entitled to indemnification.

Section 8.03: Actions Brought by Persons Other Than the Corporation: Subject to the required findings to be made pursuant to Section 8.05 below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, Director or person granted related status by the Attorney General, or by the Attorney General, on the grounds that the defendant Director was or is engaging in self-dealing within the meaning of the California Corporation Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General, for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 8.04: Action Brought by or on Behalf of the Corporation: If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition for any expenses incurred in defending against the proceeding. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (a) Good Faith Conduct: The determination of good faith conduct required by Section 8.05, defined below, must be made in the manner provided for in that section.
- (b) Court Determination: Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be



entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 8.05: Determination of Agent's Good Faith Conduct: The indemnification granted to an agent in Sections 8.03 and 8.04 above is conditioned on the following:

- (a) Good Faith and Reasonable Care: The agent seeking reimbursement must be found, in the manner provided below, that he/she acted in good faith, in a manner he/she believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceedings by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he/she reasonably believed to be in the best interest of this corporation or that he/she had reasonable cause to believe that his/her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his/her conduct was unlawful.
- (b) Proper Method of Determination: The determination that the agent did act in the manner complying with subparagraph (a) above shall be made by:
 - (1) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
 - (2) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent, the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this corporation.

Section 8.06: Limitations: No indemnification or advance shall be made under this article, except as provided in Sections 8.02 or 8.05(b)(2), in any circumstance when it appears that:

- (a) The indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts paid, which prohibits or otherwise limits indemnification, or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.07: Advance of Expenses: Expenses incurred in defending any proceedings may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by, or on behalf of, the agent to repay the amount of the advance, unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

Section 8.08: Contractual Rights of Non-Directors and Non-Officers: Nothing contained in this article shall affect any right to indemnification to which persons other than Directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.



Section 8.09: Insurance: The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against, or incurred by, the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

Article IX: Financial Policy

Section 9.01: Income and Expenditures: The Board of Directors shall decide all matters pertaining to finances of the corporation. All income shall be placed in a common corporate treasury. Expenditures shall be directed in such a manner as will give no particular individual or team an advantage over others.

Section 9.02: Contributions: The Board of Directors shall not solicit the contributions of funds or goods to particular individuals or teams but shall solicit it solely for the common corporate treasury and common benefit of the corporation. Individuals, Organizations or Businesses are permitted to donate funds directly to the TBJR, Football program, Cheer Program or a select team within the Cheer or Football Programs. TBJR will not consider monies designated to an individual as a donation but rather as a payment to the individual's account.

Section 9.03: Distribution of Funds upon Dissolution: Upon dissolution of this corporation, and after satisfaction of all outstanding debts and claims, the Board of Directors shall distribute the property of the corporation to another organization maintaining an objective similar to that set forth herein. Preference shall be given to other local SAC leagues.

Article X: Rules and Regulations

Section 10.01: Adoption of Rules: The official Rules and Regulations of TBJR shall be binding on this corporation.

Section 10.02: Supplemental Rules: The Board of Directors may adopt such local rules and regulations for the conduct of its meetings and the operation of its corporation, as it may deem proper. Such rules and regulations shall be supplemental rules and in no way shall conflict with the official Rules and Regulations of the present league. The supplemental rules shall be established, amended or repealed by a 2/3 vote of the Board of Directors at any duly constituted meeting.

Section 10.03: Distribution of Rules: The Constitution and Bylaws and the supplemental rules of the corporation shall be distributed annually to the Board of Directors. A copy of the Constitution and Bylaws and supplemental rules of the corporation shall be sent to the Highest



Local Authority (HLA) whenever those documents have been amended. A copy of the TBJR bylaws can be made available on the team website.

Article XI: Operation Procedures

Section 11.01: Adult Team Personnel: The Board of Directors, prior to the start of the season, must interview all head coaches annually and, at the discretion of the Board, may choose to interview assistant coaches, as needed. Directors and coaches must attend a mandatory certification meeting with the organization approved by the Board of Directors prior to the start of each new season.

Section 11.02: Internal Affairs Recruiting Procedures: The Internal Affairs committee shall see to it that all prospective coaches complete an official application and submit such to the committee. The committee shall then interview all applicants and, upon approval of the Board of Directors, shall issue a certification card after completing certification class. Each approved coach is assigned to his/her appropriate team. The Board of Directors shall provide each head coach with a copy of the corporation's Bylaws and operational procedures. The head coach may not, at any time, utilize someone as an assistant coach unless they have been approved by the Board of Directors and certified. The Internal Affairs committee consists of the President, Vice President, Secretary, Treasurer, the Football Director and Cheer Director, or any other designee appointed by the President.

Section 11.03: Disciplinary Action and Complaint Procedures: All complaints or protests must be submitted in writing to the corporation President within 48 hours of the incident involved. All facts pertaining to the complaint or protest must be clearly stated and the regulation or regulations allegedly broken must be included. Said complaints or protests may not be handled by telephone. The President shall submit the written complaint or protest to the Internal Affairs committee or other authorized persons for resolution. All complaints concerning coaches shall first be turned over to the Football Director or Cheer Director, whichever is appropriate, for resolution. If it is still unresolved to the satisfaction of the Board of Directors, it shall be returned to the corporation President for further consideration.

Section 11.04: Voting System: Each Director shall have one vote with the President only voting if there is a tie. See Section 4.06. Roll call vote will be made upon request. In case of a tie, Roberts Rules of Order will prevail.

Article XII: Head Coaches, Assistant Coaches, Jr. Coaches/Instructors, Weigh Master and Team Parents

Section 12.01: In accordance with TBJR rules and regulations:



- (a) Head coaches shall be appointed by the Board of Directors in accordance with the Internal Affairs recruiting procedures stated above.
- (b) A head coach must be at least 18 years of age for cheer and 21 for football. Assistant coaches must be at least 18 years of age. Teams are permitted three (3) jr. coaches for Football and 4 jr. coaches for cheer who must be a minimum of a sophomore in High School. Qualifications for these positions include good sportsmanship, leadership and respect of the rules, regulations, and policies of the corporation. Jr. Coaches are required to submit an application, which must be signed by both the respective JV/Varsity coach and a parent or guardian.
- (c) The head coaches shall be responsible for their teams and for their actions on and off the field. They shall assume full responsibility for equipment issued to their teams, and such equipment shall be used only for the activities of the corporation and shall be returned at the end of the season. Head coaches or by majority vote of the board of directors, may remove assistant coaches without cause. This also includes weigh master, team parents, junior coaches.
- (d) Head coaches should have a minimum of two (2) years of assistant coaching experience with Football and Cheer or two (2) years of head coaching experience from an affiliated football organization. This rule can be waived with the majority vote of the board of directors.
- (e) Each Football team is allowed to have one Weigh Master. The Weighmaster is selected by the head coach and must turn in an application and have a completed background check. Weigh Masters are not coaches unless an Assistant Coach is also acting as a Weigh Master. Weigh Masters are not permitted to conduct or participate in practices. Weigh Masters are in charge of the team binder on game day to conduct official weigh-ins and certifications. The team binder is to be turned in back to the Registrar immediately after weigh ins are completed.
- (f) Team Parents are selected by each Head Coach at their discretion and need to be approved by the board. Only one Team Parent is allowed per team unless prior approval is given by the football or cheer director. This role is in lieu of their league required volunteer hours. They would assist the Head coach with team communications and coordinating team activities such as end of year parties as dictated by the coach. They would also be the point person for the Volunteer coordinator to reach out to if there are open volunteer opportunities needing to be filled instead of the coaching staff trying to manage those requests. The Team parents would be responsible for distributing picture forms to the teams and work with the Fundraising Coordinator in regards to any fundraising activities during the season. There will be a mandatory Team Parent Meeting at the beginning of the season to go over their role and responsibilities.
- (g) The head coach has the authority to suspend or remove an assistant coach, jr. coach, weigh master, or team parent pending the approval from the Cheer or Football director or Board of Directors



Section 12.02: The Board of Directors shall have power to discipline, suspend or remove any head coach, assistant coach, jr. coach, weigh master or team parent in accordance with procedures set forth herein.

Article XIII: Health and Safety Guidelines

Section 13.01: Air Quality and Heat Guidelines: When the heat index is above 105 or the Air Quality Index (AQI) is above 120, practice will be reduced to reflect the following guidelines:

- (a) No helmets or pads or heavy exertion for Football.
- (b) No strenuous stunting, tumbling or heavy exertion for Cheer.

When the heat index exceeds 130 or the AQI exceeds 150, practice will be canceled or delayed with no activity until conditions improve.

An exception to these guidelines may be granted if practice is being held in an air-conditioned facility that both reduces the temperature and improves the air quality, resulting in a safe practice environment for both cheer and football.

Section 13.02: Concussion Requirements:

- (a) State requirements: On a yearly basis, the youth sports organization shall give a concussion and head injury information sheet to each athlete. The information sheet shall be signed and returned by the athlete and, if the athlete is 17 years of age or younger, shall also be signed by the athlete's parent or guardian, before the athlete initiates practice or competition. The information sheet may be sent and returned through an electronic medium including, but not necessarily limited to, fax or electronic mail. On a yearly basis, the youth sports organization shall offer concussion and head injury education, or related educational materials, or both, to each coach and administrator of the youth sports organization. Each coach and administrator shall be required to successfully complete the concussion and head injury education offered pursuant to paragraph (4) at least once, either online or in person, before supervising an athlete in an activity of the youth sports organization.
- (b) SAC requirements: All Football coaches are required to complete the USA Football Heads Up course either online or in person annually. All coaches, both football and cheer, are required to complete the CDC Heads Up Concussion training online annually.
- (c) TBJR requirements: All coaches must adhere to the State and SAC requirements for concussion safety and protocol and procedures. If at any time TBJR adds additional requirements those will need to be met along with the State and SAC requirements.



Article XIV: SAC Rules

Section 14.01: Distribution of SAC Rules: Each year, prior to the start of the season, each head coach and assistant coach will be provided with the updated version of the SAC rules. Each head coach and assistant coach is required to follow these rules and is responsible to make sure that coach trainees are following the SAC rules.

Article XV: Amendment of Bylaws

Section 15.01: Amendment by Directors: Bylaws other than a bylaw fixing or changing the authorized number of Directors may be adopted, amended, or repealed by the Board of Directors at any time. An affirmative vote of $\frac{3}{4}$ of the board of directors is required to amend any bylaw.

The President shall establish a bylaw committee that will oversee the and suggest amendments should they be needed. The bylaws shall be reviewed yearly and presented to the board by December 31 of each year with suggested changes, if applicable. This committee should be chaired by the Vice President or his/her design.



Article XVI: Adoption of Bylaws

We, the undersigned, are all the initial directors of the Twelve Bridges Jr. Rhinos Football and Cheer, Inc, and we consent to, and hereby do, adopt the foregoing bylaws consisting of the 18 preceding pages, as the bylaws of this corporation:

Shea Lemos, President

Danielle Sellers, Vice President

Kathy Rogers, Treasurer

Donna Buss, Cheer Director

Nick Freitas, Football Director

Rachel King, Registrar

Nicole Buss, Assistant Cheer Director

Chris Boden, Equipment Director

Becky Moore, Secretary

Sara Boden, Volunteer Coordinator

Kiera O'Mallan, Spirit Wear Coordinator

Nick Fox, Site Director

Joanna Reed, Snack Bar Coordinator

Christy Schultz
Assistant Snack Bar Coordinator

Grace Martin, TBHS Liaisian

Joe Morgan, Fundraising Director



Twelve Bridges Jr. Rhino's Football and Cheer, Inc. – Board Member Addendum

I, _____, understand that as a member of the Board of Directors of Twelve Bridges Jr. Rhino's Football and Cheer, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.

As part of my responsibilities as a Board Member:

1. I am fiscally responsible, with the other Board Members, for this organization. It is my duty to know what our budget is and to take an active part in planning the budget and implementing the fundraising necessary to meet its budgetary goals.
2. I am legally responsible for this organization. I am responsible to know and approve all policies and programs and to oversee their implementation.
3. I am morally responsible for the health and well-being of this organization. As a Board Member, I have pledged myself to carry out this organization's mission of providing a quality, safe, and enriched youth football and cheer program. I am fully committed and dedicated to this mission.
4. I will attend at least 75% of board meetings, committee meetings, and special events.
5. I will act in the best interest of the organization and will excuse myself from discussions and votes where I have a conflict of interest.
6. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in, and take responsibility for, making decisions on issues, policies and other board matters.
7. I will work in good faith with staff and other Board Members as partners towards achievement of our goals.
8. If I don't fulfill these commitments to the organization, I will expect the Board President to call me and discuss my responsibilities with me.
9. I understand that no quotas have been set and no rigid standards of measurement and achievement have been formed. Every Board Member is making a statement of faith about every other Board Member. We are entrusting each other to carry out the above



agreements to the best of our ability, each in our own way, with knowledge, support and approval of all. I know that if I fail to act in good faith I must resign, or someone from the Executive Board may ask me to resign.

Dates of Term: January 2025 to December 2025

Signature of Board Member

Date

Printed name of Board Member

Signature of Executive Board Member

Date

Printed name of Executive Board Member