



BY-LAWS OF CINNAMINSON ATHLETIC ASSOCIATION

ARTICLE 1 – General Information

Section 1 – Name.

- A. The name of this organization shall be the Cinnaminson Athletic Association, referred to as CAA.
- B. CAA is currently under request to serve as a non-profit organization exempt from taxation under Section 501(c)3 of the Internal Revenue Code.
- C. The mailing address for CAA is P.O. Box 2728, Route 130 N., Cinnaminson, NJ 08077.

ARTICLE 2 - Objective

Section 1 – Purpose. The purposes of CAA include the following in conjunction with affiliated organizations:

- To provide charitable youth sports programs for public and private schools.
- To provide healthy activity in athletics and qualities of good teamwork and fair play.
- To teach youth the values of character, leadership, perseverance, and the importance of education.
- To provide instruction of sports through various leagues, camps, clinics, tournaments and clubs.
- To sponsor special events involving sports and/or educational instruction.
- To directly engage in and to provide facilities for others to engage in the promotion of sports and education.

Section 2 – Programs. CAA programs currently include tackle football, flag football (spring and fall), and cheerleading. Each program shall align with the purposes stated above. The objective will be achieved by providing supervised competitive football contests and provide a program that maintains the highest standards and seeking out coaches and other volunteers willing to teach and exemplify these same principals.

While all CAA programs are equally important, CAA originated with a tackle football program. In 2020, a flag football program was created to benefit the entire CAA organization, both financially and to increase registration for tackle football. In 2023, CAA welcomed cheerleading back into the corporation after a several year absence.

Section 3 – Scholarships. CAA currently provides \$3,500 in scholarships to Cinnaminson High School (CHS) students that have played a minimum of three (3) years in the CAA program and continued playing at CHS. This is the minimum scholarship amount, unless otherwise voted on to increase.

ARTICLE 3 - Board of Directors

Section 1. Duties of the Board.

The Board of Directors must establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, to carry out these tasks. The Board must meet at least ten times per year and shall strive to do this by meeting at least once each 2 to 3 times



each quarter of the year. The role of the Board does not include direct management or conduct of the daily operations of the organization, or the supervision of staff members other than the staff's executive director.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of CAA and must have experience in areas relevant to the needs of the organization.

Section 3. Number of Directors. The Board of Directors will consist of no fewer than five (5) and no more than eight (8) members.

Section 4. Terms of Directors. Directors will serve two-year terms. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve. All board members must attend 75% or no fewer than 8 Board meetings each year.

Section 5. Selection of Directors. Directors shall be elected by the Board of Directors at an annual election meeting of the Board held for that purpose. The vote must be by a secret ballot if any person so requests.

The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

The annual election meeting for the election of directors will take place during the month of February, unless the meeting is set for a different period of the year by resolution of the Board. The exact time and location of the election meeting will be set by resolution of the Board.

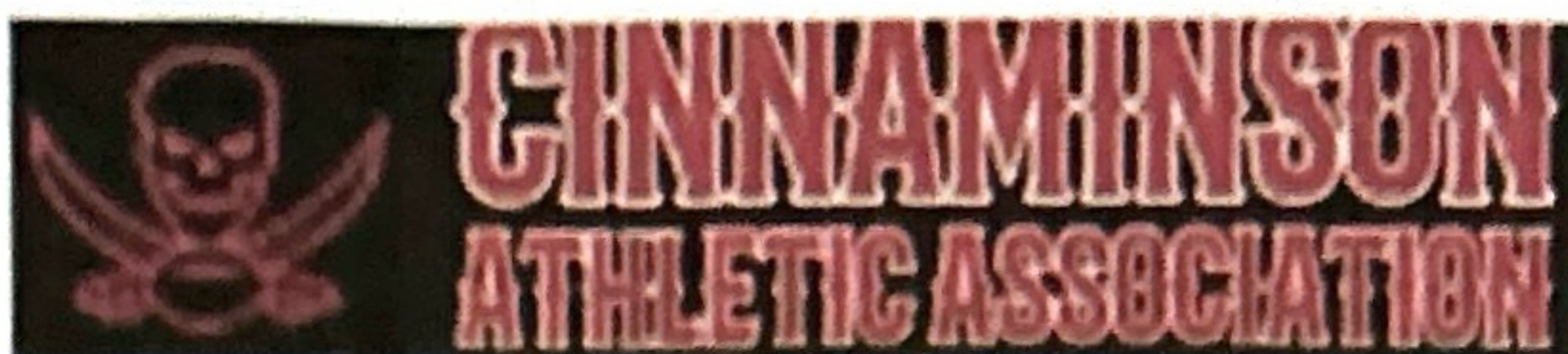
Section 6. Filling Vacancies. The Board of Directors may elect new directors to fill any vacancies on the Board, including vacancies created by the passage of a resolution increasing the total number of Board member positions. A director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 7. Removal of Directors. A director may be removed for the reasons stated in these bylaws by a majority of the directors in office not counting the director to be removed. A director may be removed without cause by a two-thirds vote of directors in office, excluding the director to be removed. In the event of a tie, the President will have the final vote. The person being considered for removal has no vote in the process of removal. Notice of the meeting must be given that states that the removal of a director is to be considered at that meeting. A director may be removed for the following causes: repeated failures to attend Board meetings, failing to fulfill the duties required of directors, or intentional acts or omissions, which a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation.

Section 8. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board of Directors, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 9. Election of Officers. As soon as possible following each annual election of directors, the Board of Directors must elect officers of the corporation.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best



interest of the corporation.

Section 11. Quorum. At all meetings of the Board of Directors, the presence or participation by phone of a quorum, which is at least a fifty one percent (51%) majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 12. Decision Making and Voting. The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request and require that a vote be taken instead. The affirmative vote of at least a fifty one percent majority of the Directors present at any properly called meeting at which a quorum is present is necessary and sufficient to make a decision of the Board of Directors of CAA unless a greater proportion is required by law or by these bylaws. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote.

At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

Section 13. No Proxy Voting. No voting by proxy is allowed at any meeting of the Board of Directors or as part of reaching any decision of the board.

Section 14. Minimum Meetings. The Board must meet at least four times per year and shall strive to do this by meeting at least once each quarter of the year. Meetings of the Board of Directors may be called by the president, or 50% of the directors in office.

Section 15. Telephonic Meetings. Meetings may be held by telephone or other method, as long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 16. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by telephone conversation, in person, or via text.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Special meetings: Special meetings of the board of directors may be called by the president, the vice-president, the secretary, by any two directors, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person(s) calling the special meeting.

Section 18. Authority of Directors. No member of the Board of Directors may officially represent the positions of the organization or speak or act on behalf of the corporation without specific authorization by the Board to do so.

Section 19. Compensation. Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. This fee may be transferred in forms of goods as well. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any



payments to directors shall be approved in advance by the conflict-of-interest policy of these bylaws.

Section 20. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 21. Indemnification by Corporation of Directors. The directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 22. Distribution of Property upon Dissolution. Upon distribution of the CAA and after all outstanding debts and claims have been satisfied, the Board of Directors shall direct the remaining property of the CAA to another federally incorporated entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501 (C) (3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE 4 – Board of Directors

Section 1. Designation. The officers of CAA Board of Directors must include a president, secretary, treasurer, fundraiser chair, tackle football program chair, flag football program chair, cheerleading program chair, and may also include a vice president, and any other officers the Board may desire. The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices. Committee members and coaches shall be considered Officers do not have to serve simultaneously as members of the Board of Directors. Officers have no right to vote on Board decisions.

Section 2. Qualifications. Any person that is at least 21 years old may serve as officer of this corporation.

Section 3. Election and Term of Office. Officers shall be elected by the current board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal of Officer. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. The person being considered for removal has no vote in the process of removal.

Section 5. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining directors still in office, although less than a quorum, may elect or appoint an officer to fill such a vacancy. The elected officer will hold office for the unexpired portion of the term of that office.

Section 6. Duties.

President - The president shall be the chief executive officer of the corporation and will, in general, supervise or oversee the supervision of all the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors unless the Board selects another person to preside. The president must also perform other duties as may be assigned by the Board of Directors. The president may serve as an ex-officio member of any committee. Except as otherwise provided by the law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may be authorized by the board of directors. The president receives all mail, supplies, and other communications from CAA. The President must see to it that league personnel is properly briefed on all phases of rules, regulations, and policies of CAA. The league President is the contact between the local organization and CAA.

Vice President - Should the board of directors determine the need for a vice president will in the



absence of the president, or in event of his or her inability to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by the law, articles of incorporation, or by these bylaws, or by the board of directors. More than one position of vice-president may be created, and their duties clarified in an ordinary resolution of the Board.

Secretary - The secretary must perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors or any Board committees, b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of each member's mailing address provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary may delegate some or all these tasks but remains responsible for their proper completion. The Secretary is also responsible for scheduling meetings with the President.

Treasurer - The treasurer must perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all of the income, expenses, and assets of the corporation; c) present reports at Board meetings on the financial affairs of the corporation; and d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation; e) at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney. The Treasurer may work closely with the corporate accountant and delegate some or all of these tasks but remains responsible for their proper completion. The Treasurer is also responsible for filing taxes.

Fundraising – Solicits and secures local sponsorships to support league operations; collects and reviews sponsorship and fundraising opportunities; organizes and implements approved league fundraising activities; coordinates participation in fundraising activities; and maintains records of monies secured through sponsorship and fundraising initiatives.

Program Chairs – The following program chairs shall also be Board members, it is noted that their responsibilities are also identified under the respective committee sections below.

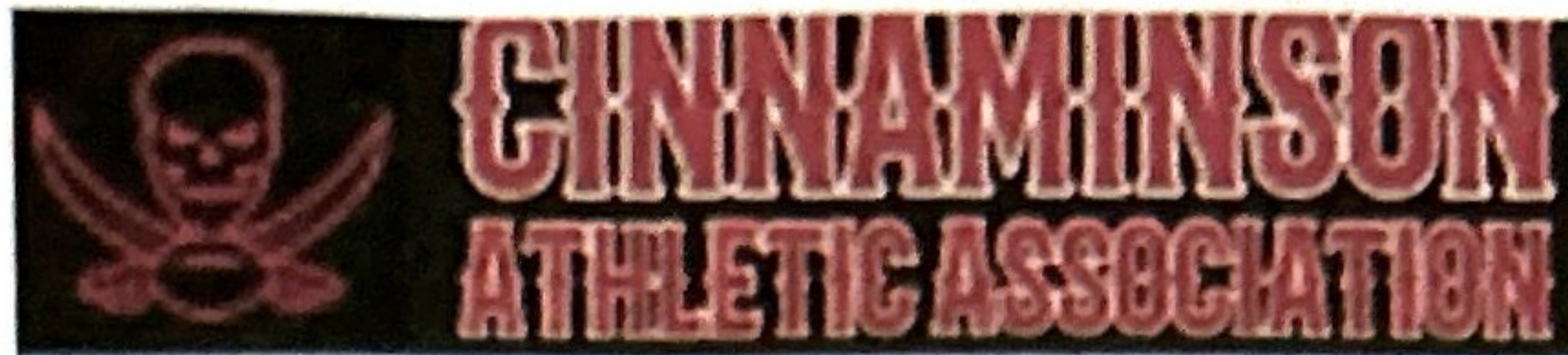
- *Flag Chair* – Response for Coaching representative, concession manager, equipment manager
- *Cheer Chair* - Coaching representative, concession manager, equipment manager
- *Tackle Chair* – Coaching representative, concession manager, equipment manager

Executive Director and Staff - The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the CEO determines otherwise, the executive director will have the power, subject to the approval of the CEO, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

ARTICLE 5 - Committees

Section 1. Establishment. Each program chair (Flag, Tackle, Cheer) must establish a committee to help carry out their responsibilities and help support the program.

Section 2. Committees.



Flag Committee: The Flag Chair will establish their committee to carry through with organizing spring and fall programs, if applicable. It is recommended that this committee address, but not be limited to, scheduling, furnishing referees, establishing program requirements, potential fundraising (as long as activities have been approved by the Board prior to the effort), equipment maintenance, uniform procurement, reviewing and updating program Code of Conduct, coach selection, reviewing player safety guidelines, field setup and breakdown, concessions, player selection.

This committee may conduct their own meetings, however, may not make final decisions without obtaining Board approval beforehand.

Cheer Committee: The Cheer Chair will establish their committee to carry through with organizing their fall program, as applicable. It is recommended that this committee address, but not be limited to, scheduling, establishing program requirements, potential fundraising (as long as activities have been approved by the Board prior to the effort), equipment maintenance, uniform procurement, reviewing and updating program Code of Conduct, coach selection, reviewing player safety guidelines, field setup and breakdown, concessions.

This committee may conduct their own meetings, however, may not make final decisions without obtaining Board approval beforehand.

Tackle Committee: The Tackle Chair will establish their committee to carry through with organizing fall program, as applicable. It is recommended that this committee address, but not be limited to, scheduling, paying referees, establishing program requirements, potential fundraising (as long as activities have been approved by the Board prior to the effort), equipment maintenance, reviewing and updating program Code of Conduct, coach selection, reviewing player safety guidelines, field setup and breakdown, concessions, player selection.

This committee may conduct their own meetings, however, may not make final decisions without obtaining Board approval beforehand.

Other Committees:

The Board may establish "non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether that person is a member of the Board of Directors.

Section 3. Committee Members. The Program Chair and/or President must appoint the members of the Non-Board committee. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee. Committees shall be limited to five (5) people, including the program chair.

Section 4. Chair. One member of each committee will be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the President or the members of the committee.

Section 5. Committee Procedures. Committee meetings will operate with the same voting requirements and quorum as the Full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 6. Limitation on Powers. No committee may a) elect, appoint, or remove any officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange,



or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

ARTICLE 6 – Coaches and Team Fathers/Mothers

Section 1. Coaches. Coaches shall be volunteers. Selection of head coaches shall be selected by the Program Chair and presented to the CAA Board of Directors for approval. Any questions of conduct by any of said individuals will be handled by the Board of Directors. Coaches shall be trained by their board representative to complete an accident form in the event an incident/accident occurs during a practice, game, scrimmage or other CAA event wherein the coach is present.

At least one coach from each team/unit will be requested to maintain records that reflect attendance at practices and games and /or injuries of any sort and action taken by said coaching staff. Any Board member may request this information from said designated coach at any time. The President may immediately suspend any individual until the outcome of the arbitration Committee, which must rule within one week of said suspension.

Head coaches shall have authority in matters pertaining to the methods, procedures, applications and requisites for participation as it relates to the particular sport or endeavor that he or she may be involved in.

Any coach found to be in opposition or inconsistent with the constitution and by-laws of the CAA, shall be removed for just cause, after due consideration, by the CAA Board. Coaches, including all assistants, shall be bound to the “Codes of Conduct”.

Coaches shall be at all times while in their capacity required to conduct themselves in a manner befitting their station by demonstrating the qualities being alluded to by all parents and this organization. Coaches and instructors shall not become embroiled in incidents that could prove detrimental not only to themselves, but to the children that are in their charge, as well as this organization.

ARTICLE 7 - Parents

Section 1. Participation. Parents/Guardians must accept and take the initiative to support CAA and participate in some manner. It remains an option for the CAA Board of Directors to establish a policy of parent participation (minimum of one hour a season volunteering time) and a fee (not to exceed \$50.00) for its non-adherence.

Section 2. Parent Conduct. Parents must display at all practices, games, and other CAA related events a proper attitude towards all other people along with the use of appropriate language. Parents shall also adhere to the “Code of Conduct”.

ARTICLE 8 - Miscellaneous Provisions

Section 1. Director and member Inspection Rights. An annual detailed financial statement will be provided at no cost to all members and directors. Only Directors will be allowed to view financial records and corporate records at any time before the release of this statement.

Section 2. Checks and Notes. Except as otherwise specifically determined by the resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer of the corporation. The board is to vote upon any check above \$1,000.00.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board may select.



Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Section 5. Execution of Instruments. Board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of the corporation, and such authority may be general or confined to specific instances.

Section 6. Compensation of Officers and Directors. No member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board as defined in these bylaws. However, board members children are eligible for free registration. Additionally, committee members are eligible for a \$25 discount at the discretion of the Board. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses they incur in the course of fulfilling their responsibilities. Board members are subject for goods as approved by the President of the Board.

Section 7. Tax Year. The tax year of the corporation is the calendar year.

Section 8. No Discrimination. In the delivery of its services to the public, CAA does not discriminate for or against any person based on ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 9. Insurance. General Accident and Liability Insurance shall be obtained by CAA or through its affiliated organization in an amount specified by the Board of Directors.

Section 10. Registration. Registration for returning programs will be decided on by the Board. Each parent/guardian will sign and certify that they indemnify and hold harmless any member, coach, and the Board of Directors of CAA before completing registration. Otherwise, said youth of parent/guardian will be ineligible for participation in CAA activities. Parent/Guardian must also complete the questions provided with registration.

Section 11. Budget. Each Program Chair shall prepare and submit a budget to the CAA Board of Directors for approval. The Treasurer will provide the CAA Board of Directors with a summary of receipts, expenses, and a cash balance prior to registration for the commencing season; as well as a listing of any unpaid invoices as of that date.

Section 12. Concessions. All permits, inspections, and registration are the responsibility of the Cinnaminson School Board for which CAA requests and obtains permission to utilize.

Section 13. Playing Facilities. Playing facilities are granted by the Cinnaminson Township Parks and Recreation Committee and the Cinnaminson School Board. CAA completes applications annually to the organizations for the utilization of playing facilities. Rules and Schedules are mandated by the granting agencies.

ARTICLE 9 - Conflict of Interest and Compensation Approval Policies

Section 1. Annual Statements. Each director or member of the board shall annually sign a statement which affirms such person:

- has received a copy of the conflicts of interest policy;
- has read and understands the policy;
- has agreed to comply with the policy; and,
- understands the corporation is charitable and in order to maintain its federal tax



exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 2. Periodic Reviews. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews, shall, at a minimum include the following subjects:

- whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms-length bargaining.
- whether partnerships, joint ventures, and arrangements with management organizations conform to the corporations written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 3. Use of Outside Experts. When conducting the periodic reviews as provided, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 10 - Amendment of Bylaws

Section 1. Amendment.

Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of all the Directors in office, at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend, or repeal the bylaws or the Articles of Incorporation of CAA except as otherwise provided by law. Proper written notice must be given in advance, including either a written copy of the proposed amendments or a written summary of those amendments.

The CAA Board of Directors may adopt temporary rules and regulations for extenuating circumstances in specific incidents not provided for in the CAA By-Laws but which are deemed necessary for the best interest and objectives of the program.

Section 2. Yearly Review.

Bylaws will be reviewed yearly (in January) at which point updates will be voted on.

Section 3. Supplemental Rules.

The Supplemental Rules may be determined by the CAA Board of Directors, copies of which will be available at registration.

ARTICLE 11 – Certification

Section 1. Signatures.

The aforementioned By-Laws of the CAA have been adopted at their regularly scheduled monthly meeting. The signatures of said Board of Directors are affixed hereto which certify the adoption of said By-Laws. Interpretation of these By-Laws maybe made by written request to the CAA Board of Directors. Any such request will be responded to through the Secretary, based on a consensus of Directors' opinions as voiced at any official meeting of the CAA Board of Directors.



Certification

Date of Signature

James R. Smith
President

6-17-25

Vice President

BRENT R. BARBICH
Treasurer

6/17/25

Andrea Cavallaro
Secretary

06.17.25

Gregory Still
Tackle Football Program Chair

6-17-2025

Dominick Lombardo
Flag Football Program Chair

6-17-2025

Jason Mills
Cheerleading Program Chair

06/17/25

M. D. L. Young
Fundraising

6/17/25