

Philadelphia Professional Football Cheerleaders Alumni

BY-LAWS

(AMENDED 7.29.22)

ARTICLE I - NAME, SEAL, & LOCATION

1.1 The name of the organization shall be known as the *Philadelphia Professional Football Cheerleaders Alumni (PPFCA)*.

1.2 The organization shall have an official seal. If the *Philadelphia Professional Football Cheerleaders Alumni* organization is working with the NFLA (NFL Alumni) or the NFCAO (National Football Cheerleaders Alumni Organization) on a project, appearance or charity event, permission of use of the NFLA or the NFCAO logo will be granted at the discretion of the NFLA and the NFCAO.

1.3 The location of the *Philadelphia Professional Football Cheerleaders Alumni* shall be in or near the surrounding suburbs of Philadelphia, Pennsylvania.

ARTICLE II - PURPOSE

2.1 Purpose. The *Philadelphia Professional Football Cheerleaders Alumni (PPFCA)* operates as a social and recreational non-profit club for members only. The organization maintains a social network of former Philadelphia NFL Cheerleaders with events and supports the community through philanthropy.

ARTICLE III - ORGANIZATION

3.1 Organization. The *Philadelphia Professional Football Cheerleaders Alumni (PPFCA)* operate under the rules and guidelines set forth by the NFL Alumni (NFLA), NFL Alumni Philadelphia Chapter and the National Football Cheerleaders Alumni Organization (NFCAO).

3.2 The *Philadelphia Professional Football Cheerleaders Alumni* works as an extension of the NFL Alumni Philadelphia Chapter.

3.3 The paying members of the organization shall be known as the *Philadelphia Professional Football Cheerleaders Alumni*.

3.4 The governing body of the *Philadelphia Professional Football Cheerleaders Alumni* shall be recognized as the Executive Board.

3.5 The Executive Board shall appoint all committees of this organization.

3.6 The Executive Board President shall also be the liaison between the NFL Alumni, NFL Alumni Philadelphia Chapter and the National Football Cheerleader Alumni Organization.

ARTICLE IV - EXECUTIVE BOARD OFFICERS

4.1 Executive Board Officers must be members of the NFL Alumni.

4.2 At least one of the elected Officers must live in or near Philadelphia, Pennsylvania.

4.3 The Executive Board shall have the control and management of the affairs and business of this organization

4.4. Conflict of Interest. The Executive Board and Committee Chairs cannot hold a board position in the NFLA, as it is viewed as a conflict of interest. The only exception is the President of the *Philadelphia Professional Football Cheerleaders Alumni*, who serves as the NFLA Philadelphia Chapter Cheerleader Liaison. The NFLA Philadelphia Chapter Cheerleader Liaison may have the opportunity to work with the NFLA Philadelphia Chapter and support NFLA initiatives, fundraisers, charity events and projects.

4.5 Executive Board Officers. The Executive Board shall consist of four elected officers (President, Vice President, Secretary, and Treasurer) with elected Committee Chairs.

4.5.1 President. The President shall preside at all membership meetings. The President shall have general and active management of the affairs of the *Philadelphia Professional Football Cheerleaders Alumni*; shall see that all orders and resolutions of the organization are carried into effect. This office shall be EX-OFFICIO of all committees and shall have the general authority and duties of supervision and management and shall be an active member of the NFL Alumni. The President of the organization by virtue of office shall be President of the Executive Board.

4.5.1a Duties of the President. The President shall present at each annual meeting of the organization a yearly report of the work of the organization. The President shall have the authority to appoint all committees, temporary or permanent, and shall see that all books, reports and certificates required by law are properly kept or filed. The President may be one of the officers who may sign the checks or drafts of the organization, and shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

4.5.2 Vice President. It shall be the duty of the Vice President to assist the President in the performance of duties. The Vice President shall in the event of the absence or inability of the President to exercise office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

4.5.3 Secretary. It shall be the duty of the Secretary to keep the minutes and any records of the organization in appropriate books. It shall be the duty of this office to file any certificate required by any statute, federal or state. It shall also be the duty of the Secretary to give and serve all notices to the Executive Board of this organization. The Secretary shall also submit to the Executive Board any communications, which shall be addressed to said office of the organization, and shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary. The Secretary shall be the official custodian of the records and seal of this organization, and may be one of the officers required to sign the checks and drafts of the organization.

4.5.4 Treasurer. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization, keep full accurate account of receipts and disbursements in books belonging to the organization, and shall keep all monies in a separate account to the credit of the organization. The Treasurer shall render a written account of the finances of the organization and such report shall be physically affixed to the minutes of the organization such meeting. The books and records of accounts held by the Treasurer shall be reviewed each year.

4.6 Authority of the Executive Board. The Executive Board shall adopt such rules, as it may in its discretion consider necessary for the best interests of the organization.

4.6.1 The Executive Board shall have the authority to hear and act upon concerns, or appeals brought before the board.

4.6.2 The Executive Board shall have the authority to make recommendations to the *Philadelphia Professional Football Cheerleaders Alumni* regarding any appeals and programs.

4.6.3 The Executive Board shall also have the authority to review any proposed submissions regarding amending the By-laws.

4.6.4 The Executive Board shall have the authority to meet and conduct business when the

Members of the *Philadelphia Professional Football Cheerleaders Alumni* are not present, or in meeting.

4.6.5 The Executive Board shall have the authority to make recommendations to the NFL Alumni Philadelphia Chapter exclusively, and on behalf of the *Philadelphia Professional Football Cheerleaders Alumni*

4.6.6 The Executive Board shall elect members of the Philadelphia Professional Football Cheerleaders Alumni to form any necessary Committees

4.6.7 The *Philadelphia Professional Football Cheerleaders Alumni* Executive Board has the authorization to organize, change, make decisions, or make any adjustments to the organization to ensure efficient conduct of business and practice within the organization.

4.7 Executive Board Nomination

4.7.1 Nomination for officers shall be submitted to the Executive Board during the nomination process. Refer to 4.9

4.7.2 If two Members are nominated for the same Office position, the Executive Board shall vote on who holds this position.

4.8 Executive Board: Election of Officers

4.8.1 Voting shall be held after the nomination of Officers.

4.8.2 All members with the right to vote will cast votes by electronic ballot.

4.8.3 Officers shall be on a rotating basis, never leaving the Executive Board will all new members. The following offices shall be elected in the year with an odd number: President and Secretary. The following offices shall be elected in the year ended with an even number: Vice President and Treasurer.

4.8.4 Judges. In advance of any meeting of members the Executive Board may appoint judges of election, who need not be Board Members.

4.8.4a If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any Board Member shall, make such appointment at the meeting. The number of judges shall be one or three.

4.8.4b No person who is a candidate for office shall act as a judge.

4.9 Executive Board: Terms of Office

4.9.1 Officers elected to office shall be elected for the term of four (4) years.

4.9.2 There shall be no limit placed on the number of times a person may hold an office.

4.9.3 The Executive Board shall be chosen for the ensuing year at the annual meeting of this organization.

4.9.4 All Positions are posted on designated private membership communications.

4.9.5 Often board members convey a nomination for a person for a position. That person will be vetted by the Executive Board.

4.9.6 If more than one person is nominated for a position it will be put to a vote by the Executive Board.

4.10 Vacancies. The Executive Board may declare vacant the office if the Board member is declared of unsound mind by an order of court or is convicted of felony. Vacancies in the Executive Board shall be filled by a vote of the majority of the remaining members of the Executive Board for the balance, or until the term expires.

4.10.1 It shall be the responsibility of each officer to deliver all materials and supplies relating to the office to the office successor, within thirty (30) days of leaving office.

4.11 Removal. A Board member may be removed when sufficient cause exists for such removal. The

Executive Board may entertain charges against any sitting Board member. In case the Board or any one or more members are so removed, a new Officer may be elected at the same meeting.

4.12 Liability. An Executive Board member of this organization shall not personally be held liable for damage as such for any action taken, or any failure to take any action, unless:

4.12.1 The Board member has breached or failed to perform the duties of the office.

4.12.2 The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

4.12.3 The provisions of this section shall not apply to: The responsibility or liability of a Board member pursuant to any criminal statute; or the liability of a Board member for the payment of taxes pursuant to local, state or federal law

4.13 Executive Board Meetings

4.13.1 The Executive Board shall meet quarterly in-person or virtually.

4.13.2 The Executive Board may meet outside of regularly scheduled meetings to conduct business, management, and appeals as it relates to the organization

4.13.3 Notice of Member Meetings. Written notice of every meeting of the members, stating the time, place, and objective thereof, shall be given by the Secretary with approval from the Executive Board to each member of record entitled to vote at the meeting.

4.13.3a. Notice must be sent to the Secretary at least fifteen(15) days prior-to the day named for the meeting. If the Secretary shall neglect or refuse to give notice of the meeting, the Executive Board may do so.

4.13.3b. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

4.13.4. Majority of the members of the Executive Board shall constitute a quorum.

4.13.4a Member Quorum. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The majority of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business. Members present at meeting with a quorum can conduct full business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting organized cannot conduct business because a quorum has not met, the Executive Board can proceed with the business at the next Executive Meeting.

4.13.4b In the case of any meeting called for the election of officers, those who attend such meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution, or any other matter set forth in the notice of the meeting.

4.13.5 The meetings of the Executive Board shall be held regularly on a day and time convenient for the Board.

4.13.6 Order of Business

1. Roll Call
2. Review of Minutes from proceeding Meeting by the Secretary
3. Reports from Officers
4. Reports from Committees
5. Old and Unfinished Business
6. New Business
7. Comments
8. Adjournment

4.14 Accounting, Database & Records

4.14.1 The organization shall keep an original or duplicate record of the proceedings of the Members and the Executive Boards, the original or a copy of its By-Laws, including all amendments

thereto to date, certified by the Secretary of the organization.

4.14.2 The organization shall keep an original or a duplicate membership register, giving the names of the members showing their current contact information and complete and accurate books or records of account.

4.14.3 Every Member in good standing, shall have the right to examine the membership register, books and records of account, and records of the proceedings of the Executive Board. A proper purpose shall mean the purpose reasonably related to the interest of such a person as a member of the organization by the Executive Board.

4.14.4 Those individuals not in good financial standing (upaid dues) or no longer a member of the organization, shall forfeit rights to any books, or records.

ARTICLE V - MEMBERSHIP

5.1 Membership in this organization shall be open to all former Philadelphia Eagles Cheerleaders.

5.2 Members shall receive all rights and privileges set forth by the organization, and shall meet the requirements and qualifications.

5.3 Member Requirements and Qualifications

5.3.1 Must be a retired member of the Philadelphia Eagles Cheerleading Squad.

5.3.2 Must be a citizen in good community standing

5.3.3 Must have cheered at least one (1) game as a Philadelphia Eagles Cheerleader.

5.4 Membership in this organization is not transferable or assignable.

5.5 All members are required to adhere to the NFL Alumni, NFL Alumni Philadelphia Chapter, National Football Cheerleader Alumni Organization, and the *Philadelphia Professional Football Cheerleaders Alumni* "Code of Conduct." Refer to link on website

5.6 Conflict of Interest Members of the *Philadelphia Professional Football Cheerleaders Alumni* may serve as board members of the NFLA Philadelphia Chapter. Committee Chairs of the *Philadelphia Professional Football Cheerleaders Alumni* however, cannot hold a board position in the NFLA, as it is viewed as a conflict of interest.

5.7 Member Meetings. The *Philadelphia Professional Football Cheerleaders Alumni* shall meet at least once a year.

5.7.1 Location. Member Meetings of the Executive Board & Members shall be held at a designated location and authorized by the Executive Board.

5.7.2 Annual Member Meetings. The annual meeting of the members shall be held in the Spring when business transactions may be brought from the members before the meeting. Refer to 15.7.4a

5.7.3 Special Member Meetings. The President, or the Executive Board may call special meetings of the members at any time for immediate action, or voting purposes.

5.7.4 Notice of Member Meetings. Reference Article III Section

5.8 Voting Rights of Members. Every member of the organization in good membership standing shall be entitled to vote.

5.8.1 No member shall sell votes for money or anything of value.

5.8.2 The books or records of membership shall be produced at any regular or special meetings of the *Philadelphia Professional Football Cheerleaders Alumni*. If at any meeting the right of a person to

vote is challenged, the President shall be required to produce evidence in support of challenging the vote to the Executive Board. In reference to the agreed upon criteria for membership.

ARTICLE VI - COMMITTEES

6.1 Committees. Committee Chairs and Committee Members must be *Philadelphia Professional Football Cheerleaders Alumni* members.

6.2 Committee Chairs will be elected by the *Philadelphia Professional Football Cheerleaders Alumni* Executive Board.

6.3 Committee Chairs includes but are not limited to the following positions

6.3.1 Membership This committee is charged with the responsibility of monitoring membership, recruitment, retention, and reactivation of members.

6.3.2 Social Media This committee is charged with the responsibility of promoting events and keeping members informed via Social Media Outlets. This committee is charged with the responsibility of monitoring, and contacting press all media outlets about events, projects, or programs. This includes all releases or press related issues.

6.3.3 Legal Counsel - At the discretion of the Executive Board, Legal counsel may be appointed.

6.3.4 Sponsorship - This committee is charged with the responsibility of promotion of the organization's purpose through fundraising activities. This committee will develop and implement a variety of fundraising activities.

6.3.5 Community Affairs. This committee is charged with the responsibility of developing a strategic plan for all community service projects, programs and/or events.

6.3.6 Directors for Volunteers - This committee is charged with the responsibility of organizing volunteers and keeping members informed of responsibilities for charitable events and social gatherings.

6.3.7 Event Planning & Merchandising - This committee is responsible for the planning and execution of large events. In addition, this committee is charged with the responsibility of creating, designing, and distributing organizational merchandising products.

6.3.8 Decade Representatives from 1960s - current Each decade starting with 1960's thru current date has a representative that helps to bring comments, concerns, and ideas of their decade members. They also serve as a communicator of events and plans that the organization is promoting.

6.3.9 Board Advisor. This senior board member advises Committees and serves as an impartial member to help to guide the Executive Board on By Laws, successes and lessons learned.

6.5 Committee Chairs and Committee Members have the right to vote.

ARTICLE VII - DUES & REGULATIONS OF MEMBERSHIP

7.1 Dues. The Executive Board shall determine the dues of this organization, if dues or any fees shall be accepted.

7.2 Appearances All members may make appearances on behalf of the organization but must *not* represent themselves as a Philadelphia Eagles Cheerleader. Any compensation received for an appearance representing the *Philadelphia Professional Football Cheerleaders Alumni* must be submitted to the Treasury of the *Philadelphia Professional Football Cheerleaders Alumni* organization.

7.3 Code of Conduct Refer to link on website

7.4 Expulsion. The *Philadelphia Professional Football Cheerleaders Alumni* by majority vote of all active members, may suspend or expel a member for any severe infraction of the "Code of Conduct."

7.4.1 A written letter must be submitted to the Secretary and forwarded to the Executive Board to suspend or expel any member citing cause. After an appropriate hearing of the Executive Board, the Board may, by a majority vote, terminate the membership of any member who becomes ineligible for

membership, or suspend or expel any member.

7.4.2 Upon written request signed by a former member and filed with the Secretary, by majority vote of the Executive Board, may reinstate such former member to membership upon such terms, as the Executive Board may deem appropriate.

ARTICLE VIII - AMENDING THE BYLAWS

8.1 This Constitution may be altered or amended by the following procedure:

8.1.1 Any member or standing committee wishing to amend the constitution shall submit the proposed changes in writing to the Secretary of the Executive Board.

8.1.2 The Executive Board shall review the proposed amendment during the Executive meeting, and recommendations shall be made to the body of the Bylaw document.

8.1.3 Proposed change amending the Bylaws shall be made public to the body, either during a regular meeting of the body, or through communications from the Executive Board.

8.1.4 The Executive Board shall also make public the proposed recommendation and instructions for voting.

8.1.5 If the recommendation is approved, the amended change will officially be documented and adopted during the *Philadelphia Professional Football Cheerleaders Alumni* meeting following the vote. If the recommendation is voted down, the proposed change is resubmitted to the Executive Board for further review, and the process begins with the review of the Bylaws. Review and choose which Articles that are requested to be amended.

8.2 A majority vote of the membership shall be required for adoption.

8.3 In case the recommendation cannot be voted on during a meeting of the *Philadelphia Professional Football Cheerleaders Alumni*, the Executive Board shall reserve the right to adopt said change.

CONSTITUTION

ARTICLE I - NAME

SECTION 1. The name of the organization shall be known as the Philadelphia Professional Football Cheerleader Alumni.

ARTICLE II - PURPOSE

The purpose of the Philadelphia Professional Football Cheerleader Alumni is to encourage and promote education and community service through programs and service projects. In addition providing support to local, national and international charities, we maintain the fundamental need to network our resources.

ARTICLE III - ORGANIZATION

SECTION 1. The Philadelphia Professional Football Cheerleader Alumni operate under the rules and guidelines set forth by the NFL Alumni, NFL Alumni Philadelphia Chapter and the NFCAO.

SECTION 2. The Philadelphia Professional Football Cheerleader Alumni work as an extension of the NFL Alumni Philadelphia Chapter.

SECTION 3. The body of the NFL Alumni Philadelphia Cheerleaders shall be known as the Philadelphia Professional Football Cheerleader Alumni.

SECTION 4. The governing body of the Philadelphia Professional Football Cheerleader Alumni shall be recognized as the Executive Board.

SECTION 5. The Executive Board shall also be the liaison between the NFL Alumni Philadelphia Chapter and the National Football Cheerleader Alumni Organization (NFCAO).

ARTICLE IV - EXECUTIVE BOARD

SECTION 1. Description of the Executive Board

- a) The Executive Board shall meet quarterly.
- b) Executive Board shall be consisting of the following officers: President, Vice President, Secretary, and Treasurer.
- c) The quorum shall be considered majority of the governing body.
- d) Executive Board members shall all be members of the NFL Alumni.

SECTION 2. Powers of the Executive Board

- a) The Executive Board shall have the power to hear and act upon concerns, or appeals brought before the board.
 - b) The board shall have the power to make recommendations to the Philadelphia Professional Football Cheerleader Alumni regarding any appeals and programs.
 - c) It shall also have the power to review any proposed submissions regarding amending the Constitution or By-laws.
 - d) The Executive Board shall have the power to meet and conduct business when the Alumni Cheerleaders are not present, or in meeting.
 - e) The Executive Board shall have the power to make recommendations to the NFL Alumni Philadelphia Chapter exclusively, and on behalf of the Philadelphia Professional Football Cheerleader Alumni
- SECTION 3. The Executive Board shall also consist of seven (7) elected committee chairs and Decade Representatives.

- a) The Committee Chairs that shall be members of the executive are:

Marketing, Public Relations and Social Media Chair

Membership Chair

Sponsorship & Community Affairs Chair

Director of Volunteers

Event Planning and Merchandising Chair

Board Advisor

Decade Representatives

ARTICLE V – ALUMNI CHEERLEADERS

SECTION 1. Description of the Philadelphia Professional Football Cheerleader Alumni.

- a) The Philadelphia Professional Football Cheerleader Alumni shall meet at least twice a year
- b) The Philadelphia Professional Football Cheerleader Alumni shall be open to all former Philadelphia Eagles Cheerleaders
- c) Officers for the Philadelphia Professional Football Cheerleader Alumni shall be members of the Executive Board.
- d) The quorum shall be considered a majority of the active body.

SECTION 2. Powers of the Philadelphia Professional Football Cheerleader Alumni

- a) The Philadelphia Professional Football Cheerleader Alumni have the power to organize, change, make decisions, or make any adjustments to the organization to ensure efficient conduct of business and practice within the organization.

ARTICLE VI - AMENDING THE CONSTITUTION

SECTION 1. This Constitution may be altered, or amended by the following procedure:

- a. Any member or standing committee wishing to amend the constitution shall submit the proposed change in the writing to the Executive Board.
- b. The Executive Board shall review the proposed amendment during Executive meeting, and recommendations shall be made to the body.
- c. Proposed change amending the Constitution shall be made public to body, either during a regular meeting of the body, or through communications from the Executive Board.
- d. Executive Board shall also make public the proposed recommendation and instructions for voting.
- e. If the recommendation is approved, the amended change will officially be documented and adopted during the Philadelphia Professional Football Cheerleader Alumni meetings following the vote. If the recommendation is voted down, the proposed change is resubmitted to the Executive Board for further review, and the process begins with ARTICLE VI, SECTION 1c of the Constitution.

- f. A majority vote of the membership shall be required for adoption.
- g. In case the recommendation cannot be voted on during a meeting of the Philadelphia Professional Football Cheerleader Alumni, the Executive Board shall reserve the right to adopt said change.

BY-LAWS

ARTICLE I - OFFICES

SECTION 1. The offices of the Philadelphia Professional Football Cheerleader Alumni shall be in Philadelphia Pennsylvania.

ARTICLE II - SEAL

SECTION 1. The organization shall have a seal, which shall be voted on pending our 501 C7 status. If the Philadelphia Professional Football Cheerleader Alumni Organization is working with the NFLA or the NFCAO on a project, appearance or charity event, permission of use of their logo will be granted at the discretion of the NFLA and the NFCAO.

ARTICLE III - MEMBERSHIP

SECTION 1. Membership in this organization shall be open to all former Philadelphia Eagles Cheerleaders.

SECTION 2. Members shall receive all rights and privileges set forth by the organization, and shall meet the requirements and qualifications.

SECTION 3. Requirements and Qualifications

- a. Must not be a current member of the Philadelphia Eagles Cheerleading Squad.
- b. Must be a citizen in good community standing
- c. Must have cheered at least one (1) game as a Philadelphia Eagles Cheerleader.

ARTICLE IV - MEMBERS

SECTION 1. All members are required to adhere to the NFL Alumni, NFCAO, and the Philadelphia Professional Football Cheerleader Alumni "Code of Conduct."

SECTION 2. The Association may determine the amount of initiation fee, if any, and any annual dues payable by the members.

SECTION 3. The Philadelphia Professional Football Cheerleader Alumni by majority vote of all active members, may suspend or expel a member for any severe infraction of the "code of conduct."

SECTION 4. A written letter must be submitted to the Executive Board to suspend or expel any member citing cause. After an appropriate hearing of the Executive Board, the Board may, by a majority vote, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member.

SECTION 5. Upon written request signed by a former member and filed with the Secretary, by majority vote of the Executive Board, may reinstate such former member to membership upon such terms, as the Executive Board may deem appropriate.

SECTION 6. Membership in this organization is not transferable or assignable.

ARTICLE V - MEETINGS

SECTION 1. Meetings of the members shall be held at a designed location authorized by the Philadelphia Professional Football Cheerleader Alumni, as may from time to time be fixed by the Executive Board.

SECTION 2. **Annual Meetings**. The annual meeting of the members shall be held in the spring of each year, when they shall elect an Executive Board and transact such other business as may properly be brought before the meeting.

SECTION 3. **Special Meeting**. The President, or the Executive Board may call special meetings of the members at any time for immediate action, or voting purposes.

SECTION 4. **Notice of Meetings**. Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by the Secretary with approval from the Executive Board to each member of record entitled to vote at the meeting.

a. Notice must be sent at least thirty (30) days - prior to the day named for the meeting unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the Executive Board may do so.

b. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

SECTION 5. **Quorum**. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The majority of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business. Members present at meeting with a quorum can conduct full business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting organized cannot conduct business because a quorum has not attended, the Executive Board can proceed with the business as the next Executive Meeting.

a. In the case of any meeting called for the election of officers, those who attend such meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution, or any other matter set forth in the notice of the meeting.

ARTICLE VI - VOTING

SECTION 6. **Voting Rights of Members**. Every member of the association in good membership standing shall be entitled to vote.

a. No member shall sell votes for money or anything of value.

b. The books or records of membership shall be produced at any regular or special meeting of the Philadelphia Professional Football Cheerleader Alumni. If at any meeting the right of a person to vote is challenged, the presiding officer shall be required to produce as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote.

SECTION 7. **Election of Officers**. Voting shall be held after the nomination. All members with the right to vote will cast votes by ballot.

a. In advance of any meeting of members the Executive Board may appoint judges of election, who need not be members.

b. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three.

c. No person who is a candidate for office shall act as a judge.

d. Nomination for officers shall be submitted to the Executive Board

ARTICLE VI - ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Officers.
4. Reports of Committees.
5. Old and Unfinished Business.
6. New Business.
7. Adjournment.

ARTICLE VII - EXECUTIVE BOARD

SECTION 1. The Executive Board shall consist of four elected officers with provisions

made for committee chairs. At least one of the elected officers shall be a live in or near Philadelphia, Pennsylvania.

SECTION 2. The Executive Board shall be chosen for the ensuing year at the annual meeting of this organization. Since each board member shall hold an office or chairmanship, term shall be served concurrent with their elected term.

SECTION 3. The Executive Board shall have the control and management of the affairs and business of this organization. Such Board members shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the board members of such meeting.

a. The Executive Board shall adopt such rules, as it may in its discretion consider necessary for the best interests of the organization

SECTION 4. The Executive Board may meet outside of regularly schedule meetings to conduct business, management, and appeals as it relates to the organization.

SECTION 5. Majority of the members of the Executive Board shall constitute a quorum and the meetings of the Executive Board shall be held regularly on a day and time convenient for the Board.

SECTION 6. **Meetings**. The Executive Board shall follow the same procedure set forth regarding meeting under ARTICLE V of the By-Laws. The Executive Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

SECTION 7. The Executive Board may declare vacant the office if the Board member is declared of unsound mind by an order of court or is convicted of felony. Vacancies in the Executive Board shall be filled by a vote of the majority of the remaining members of the Executive Board for the balance, or until the term expires.

SECTION 8. The President of the organization by virtue of office shall be President of the Executive Board.

SECTION 9. **Removal**. A Board member may be removed when sufficient cause exists for such removal. The Executive Board may entertain charges against any sitting Board member. In case the Board or any one or more members are so removed, new directors may be elected at the same meeting.

SECTION 10. An Executive Board member of this organization shall not personally held liable for damage as such for any action taken, or any failure to take any action, unless:

a. The Board member has breached or failed to perform the duties of the office. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

SECTION 10.1. The provisions of this section shall not apply to:

The responsibility or liability of a Board member pursuant to any criminal statute; or the liability of a Board member for the payment of taxes pursuant to local, state or federal law.

ARTICLE VIII - OFFICERS

SECTION 1. The initial officers of the organization shall be as follows:

President, Vice President, Secretary, and Treasurer. Members of the Philadelphia Professional Football Cheerleader Alumni may serve as board members on the NFLA Philadelphia Chapter. The Executive Board and Committee Chairs cannot hold a board position on the NFLA, as it is viewed as a conflict of interest. The only exception is the President of the Philadelphia Professional Football Cheerleader Alumni, who serves as the NFLA Philadelphia Chapter Cheerleader Liaison. The NFLA Philadelphia Chapter Cheerleader Liaison works with the NFLA Philadelphia to involve cheerleader members in the NFLA initiatives, fundraisers, charity events and projects.

SECTION 2. **President.** The President shall preside at all membership meetings. The President by virtue of office shall also be President of the Executive Board. The President shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the organization are carried into effect. This office shall be EX-OFFICIO of all committees and shall have the general powers and duties of supervision and management and shall be a member of the NFL Alumni.

SECTION 2.1. **Duties of President.** The President shall present at each annual meeting of the organization an annual report of the work of the organization. The President shall have the authority to appoint all committees, temporary or permanent, and shall see all books; reports and certificates required by law are properly kept or filed. The President may be one of the officers who may sign the checks or drafts of the organization, and shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

SECTION 3. **Vice President.** It shall be the duty of the Vice President to assist the

President in the performance of duties. The Vice President shall in the event of the absence or inability of the President to exercise office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

SECTION 4. **Secretary.** It shall be the duty of the Secretary to keep the minutes and any records of the organization in appropriate books. It shall be duty of this office to file any certificate required by any statute, federal or state. It shall also be the duty of the secretary to give and serve all notices to members of this organization, and shall present to the membership at any meetings any communication addressed to said office of the organization. The Secretary shall also submit to the Executive Board any communications, which shall be addressed to said office of the organization, and shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary. The Secretary shall be the official custodian of the records and seal of this organization, and may be one of the officers required to sign the checks and drafts of the organization

SECTION 5. **Treasurer.** The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization, keep full accurate account of receipts and disbursements in books belonging to the organization, and shall keep all monies in a separate account to the credit of the organization. The Treasurer shall render a written account of the finances of the organization and such report shall be physically affixed to the minutes of the organization such meeting. The Treasurer shall exercise all duties incident to the office of Treasurer.

SECTION 6. Officers elected to office shall be elected for the term of two (2) years. There shall no limited placed on the number of times a person may hold an office.

SECTION 7. Officers shall be on a rotating basis, never leaving the Executive Board will all new members. The following offices shall be elected in the year with an odd number: President and Secretary. The following offices shall be elected in the year ended with an even number: Vice President and Treasurer.

SECTION 8. It shall be the responsibility of each officer to deliver all materials and supplies relating to the office to the office successor, within thirty (30) days of leaving office.

SECTION 9. Officers shall by virtue of their office be members of the Executive Board.

SECTION 10. No officer shall for reason of respected office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer for receiving any compensation from the organization for duties other than as an officer.

ARTICLE IX - COMMITTEES

SECTION 1. The Executive Board shall appoint all committees of this organization.

The standing committees shall be:

SECTION 2. **Marketing, Public Relations and Social Media** This committee is charged with the responsibility of promoting events and keeping members informed via Social Media Outlets. This committee is charged with the responsibility of monitoring, and contacting press all media outlets about events, projects, or programs. This includes all releases or press related issues.

SECTION 3. **Membership.** This committee is charged with the responsibility of monitoring membership, recruitment, retention, and reactivation of members.

SECTION 4. **Sponsorship&Community Affairs. - This** committee is charged with the responsibility of developing a strategic plan for all community service projects, programs and/or events. This committee is also charged with the responsibility of promotion of the organizations purpose through fundraising activities. This committee will develop and implement a variety of fundraising activities.

SECTION 5.- **Volunteers.** This committee is charged with the responsibility of organizing volunteers and keeping members informed of responsibilities for charitable events and social gatherings.

SECTION 6- **Event Planning and Merchandising** This committee is responsible for the planning and execution of large events. In addition, this committee is charged with the responsibility of creating, designing, and distributing organizational merchandising products.

SECTION 7 - **Board Advisor-** This senior board member advises Committees and serves as an impartial member to help to guide Executive Board on By Laws, Successes and lessons learned.

SECTION 8- **Decade Representatives-** Each decade has a representative that helps to bring comments, concerns, and ideas of their decade members. They also serve as a communicator of events and plans that the organization is promoting.

ARTICLE X – BOOKS AND RECORDS

SECTION 1. The organization shall keep an original or duplicate record of the proceedings of the members and the Executive Boards, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the organization. The organization shall keep an original or a duplicate membership register, giving the names of the members showing their respective addresses, and complete and accurate books or records of account. The books and records of accounts held by the treasurer shall be reviewed and/or reviewed each year.

SECTION 2. Every member shall have the right to examine, the membership register, books and records of account, and records of the proceedings of the members and Executive Board, and to make copies or extracts for the purpose of recording keeping. A proper purpose shall mean the purpose reasonably related to the interest of such person as a member of the organization.

SECTION 3. Those individual not in good financial standing or no longer a member of the organization, shall forfeit rights to any books, or records.

ARTICLE XI - DUES

SECTION 1. The Executive Board shall determine the dues of this organization, if dues or any fess shall be accepted.

ARTICLE XII - APPEARANCES

SECTION 1. All members may make appearances on behalf of the organization but must not represent themselves as Philadelphia Eagles Cheerleaders! Any compensation received for an appearance as a Philadelphia Professional Football Cheerleader must be submitted to the NFL Alumni Philadelphia Chapter as a donated to the organization.

ARTICLE XIII - AMENDMENTS

SECTION 1. These By-Laws may be altered, or amended by the following procedure:

- a. Any member or standing committee wishing to amend the constitution shall submit the proposed change in the writing to the Executive Board.
- b. The Executive Board shall review the proposed amendment during Executive meeting, and recommendations shall be made to the body.
- c. Proposed change amending the Constitution shall be made public to body, either during a regular meeting of the body, or through communications from the Executive Board.
- d. Executive Board shall also make public the proposed recommendation and instructions for voting.
- e. If the recommendation is approved, the amended change will officially be documented and adopted during the Alumni Cheerleaders meeting following the vote. If the recommendation is voted down, the proposed change is resubmitted to the Executive Board for further review, and the process begins with ARTICLE XIII, SECTION 1c of the Constitution.
- f. A majority vote of the membership shall be required for adoption.
- g. In case the recommendation cannot be voted on during a meeting of the Philadelphia Professional Football Cheerleader Alumni, the Executive Board shall reserve the right to adopt said change.