



Philadelphia Professional Football Cheerleader Alumni Association

Bylaws

ARTICLE I - NAME, LOGO, & LOCATION

1.1 The name of the organization is known as the *Philadelphia Professional Football Cheerleader Alumni Association* (PPFCA). The PPFCA is a Nonprofit Business Corporation organized and existing under the laws of the Commonwealth of Pennsylvania.

1.2 The organization has an official logo. The *PPFCA* organization has a trademarked logo that is registered with the Commonwealth of Pennsylvania that cannot be used without written approval from the PPFCA Board of Directors. If the *PPFCA* is working with the National Football Cheerleaders Alumni Organization (NFCAO) on a project, appearance or charity event, permission of use of the NFCAO logo will be granted at the discretion of the NFCAO.

1.3 The location of the *PPFCA* is in or near the surrounding suburbs of Philadelphia, Pennsylvania.

ARTICLE II – PURPOSE

2.1 Purpose. The *PPFCA* operates as a social and recreational non-profit club for members only. The organization maintains a social network of former Philadelphia NFL Cheerleaders by hosting events and supports the community through philanthropy. PPFCA is the only alumni group created exclusively FOR and BY former Philadelphia NFL Cheerleaders.

ARTICLE III – ORGANIZATION

3.1 Organization. The *PPFCA* operates under the rules and guidelines set forth by the National Football Cheerleaders Alumni Organization (NFCAO).

3.2 The *PPFCA* works as an extension of the National Football Cheerleaders Alumni Organization (NFCAO).

3.3 The *PPFCA* is consisted of members in good standing .

3.4 The governing body of the *PPFCA* is recognized as the Executive Board.

3.5 The Executive Board President is the liaison with the National Football Cheerleaders Alumni Organization.



ARTICLE IV - EXECUTIVE BOARD

4.1 Executive Board Officers must be members of the NFAO and of the PPFCA.

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

4.3 The Executive Board has control and management of the affairs and business of this organization.

4.4 Executive Board Officers. The Executive Board shall consist of five (5) elected officers (President, Vice President, Secretary, Treasurer, and Director of Membership). Executive Board Members may be nominated from January 1st to March 1st in the year of the election for office, after which the nominations shall be closed.

4.4.1 President. The President must preside at all *PPFCA* meetings. The President must have general and active management of the affairs of the *PPFCA* ; must see that all orders and resolutions of the organization are carried into effect. This office must be EX-OFFICIO of all committees and must have the general authority and duties of supervision and management and must be an active member of the NFAO. The President of the organization by virtue of office must be President of the Executive Board.

4.4.1a Duties of the President. The President must present at each annual meeting, virtually or in-person, of the organization a yearly report of the work done by *PPFCA* .

4.4.1b The President must see all books; reports and certificates required by law are properly kept or filed. The President will be one of the officers who will sign the checks or drafts of the organization and must have such powers as may be reasonably construed as belonging to the chief executive of any organization.

4.4.2 Vice President. It is the duty of the Vice President to assist the President in the performance of duties. The Vice President will, in the event of the absence or inability of the President to exercise the office, become acting president of the organization with all the rights, privileges and powers as the President had been duly elected for.

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

4.4.4 Treasurer. The Treasurer will have the care and custody of all monies belonging to the organization and will 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 will keep all monies in a separate account to the credit of the organization. The Treasurer must render an annual written account of the finances of the organization and such a report must be physically affixed to the minutes of the organization. The books and records of accounts held by the Treasurer must be reviewed each year. The Treasurer can sign checks or drafts of the organization.



4.4.5. Director of Membership. It is the duty of the Director of Membership to assist other Executive Board members to fulfill their duties. The Director of Membership is responsible for monitoring, recruiting, retaining and reactivating members, managing the membership database, collecting & recording annual dues. The Director of Membership shall also accept official complaints, inquiries, suggestions, or recommendations from members of PPFCA. The Director of Membership will lead all Decade Representatives.

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

4.5.1 The Executive Board has the authority to hear and act upon concerns or appeals brought before the board.

4.5.2 The Executive Board has the authority to make recommendations to the *PPFCA* regarding any appeals and programs.

4.5.3 The Executive Board also has the authority to review any proposed submissions regarding amending the Bylaws.

4.5.4 The Executive Board will elect members of the *PPFCA* to form any necessary Committees and to appoint committee chairs.

4.5.5 The *PPFCA* 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. Any action by the Executive Board is authorized by a majority, or 3/5ths of the Executive Board.

4.6 Executive Board: Nomination

4.6.1 Nominations for the Executive Board will be submitted to the Secretary during the nomination process. Any PPFCA member in good standing may nominate a person for the Executive Board.

4.6.2 A person nominated for the Executive Board must be a member of the PPFCA.

4.7 Executive Board: Election

4.7.1 The Executive Board officers shall serve for a term of five (5) years.

4.7.2 The Executive Board officers shall be elected in the following years, and every five years thereafter:

- 1) President: 2025, 2030, 2035, etc.;
- 2) Director of Membership: 2026, 2031, 2036, etc.;
- 3) Vice President: 2027, 2032, 2037, etc.;
- 4) Treasurer: 2028, 2033, 2038, etc.; and
- 5) Secretary: 2029, 2034, 2039, etc.

4.7.3 The incumbent Executive Board Members shall elect the Executive Board Members at the Annual meeting. The nominee with the most votes shall win the election. If there is a tie, the President shall elect the officer



from the nominees that were tied.

4.8 Executive Board: Terms of Office

4.8.1 Officers elected to office will be elected for the term of five (5) years.

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

4.9 Executive Board: Vacancies. The Executive Board may declare an office vacant if the Executive Board is declared of unsound mind by an order of court or is convicted of felony. Vacancies in the Executive Board will be filled by a vote of the majority of the remaining members of the Executive Board for the balance, or until the term expires. If a vote to fill a vacancy is a tie, the President shall appoint a person to fill the vacancy. The appointed person must be selected from the individuals that were tied.

4.9.1 It is 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.

4.10 Executive Board: Meetings

4.10.1 The Executive Board will meet quarterly in-person or virtually.

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

ARTICLE V - BOARD MEMBERS & COMMITTEE CHAIRS

5.1 Board Members. Members of the Board of Directors must be *PPFCA* members. Any *PPFCA* member in good standing may nominate a person for a board position.

5.2 Board Members include but are not limited to the following positions:

5.2.1 Board Advisor. Board Advisors are required to have a minimum of 10+ years as a Board Member. Board Advisors are responsible for serving as an impartial member to help guide the Board of Directors on Bylaws, successes and lessons learned.

5.2.2 Decade Representatives, 1960s - current. Each Decade Representative, starting with the 1960's through the current decade, is responsible for bringing comments, concerns, and ideas of their decade members. They serve as a communicator of events and plans that the organization is promoting. Additionally, Decade Representatives report to the Director of Membership.

5.2.3 Director of Social Media. Responsible for promoting events and keeping members informed via Social Media Outlets. Responsible for creating and managing content.

5.2.4 Director of Public Relations. Responsible for contacting all outlets, addressing press related issues, and with final Executive Board approval, writing and distributing press releases.

5.2.5 Legal Counsel. Responsible for reviewing and approving legal documents and providing the Board of Directors with legal advice and guidance.



5.2.6 Director of Community Affairs. Responsible for developing a strategic plan for all community service projects, programs and/or events.

5.2.7 Director of Volunteers. Responsible for organizing volunteers and keeping members informed of responsibilities for charitable events and social gatherings.

5.2.8 Director of Event Planning & Merchandising. Responsible for the planning and execution of large events. In addition, responsible for creating, designing, and distributing organizational merchandising products.

5.3 Committee Chairs. Committees may be formed when needed. Board Members or *PPFCA* members can be Committee Chairs. Committee Chairs, who are not Board Members, do not have voting rights. The Executive Board will appoint the Committee Chairs.

ARTICLE VI - BOARD OF DIRECTORS

6.1 Board of Directors. The Members of the Board of Directors are appointed by the Executive Board for a term of five years.

6.2 Conflict of Interest. The Board of Directors, Executive Board, and Committee Chairs cannot hold any positions or office in other NFL Alumni (NFLA) organizations and vice versa, as it is a conflict of interest.

6.3 Board of Directors: Removal. Any member of the Board of Directors shall be removed with sufficient cause as stipulated by the PPFCA Code of Conduct. The Executive Board shall entertain charges against any sitting member of the Board of Directors.

6.4 Executive Board and Board of Directors: Liability. General rule. The organization shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1) where such indemnification is expressly prohibited by applicable law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 7.06 or otherwise:

(i) to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S. 513(b) and 1746(b) and 42 Pa.C.S. 8365(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(ii) to be based upon or attributable to the receipt by the indemnified representative from the organization of a personal benefit to which the indemnified representative is not legally entitled; or

(3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 7.06 to be otherwise unlawful.



ARTICLE VII - RECORD KEEPING

7.1 Accounting, Database & Records

7.1.1 The organization will keep a record of the Executive Board and Board of Directors meeting minutes, the PPFCA Bylaws and Code of Conduct including all amendments, and all Financials.

7.1.2 The organization will keep a membership register to include names and current contact information of members, and complete and accurate books or records of accounts.

7.1.3 Upon request, every member in good standing may have the right to examine financial records and meeting minutes.

7.1.4 Those individuals not in good standing (such as unpaid dues status, PPFCA Code of Conduct infraction) or no longer a member of the organization, shall forfeit rights to any records.

7.1.5 Required records. The organization shall keep complete and accurate books and records of account, minutes of the proceedings of the incorporators, members, and directors and a register giving the names and addresses of all members. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

7.1.6 Right of inspection. Every member in good standing shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the members, books and records of account, and records of the proceedings of the incorporators, members and directors and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person as a member. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the member. The demand shall be directed to the organization at its registered office in Pennsylvania or at its principal place of business wherever situated.

ARTICLE VIII - MEMBERSHIP & REGULATIONS

8.1 Membership in this organization is open to all former Philadelphia Eagles Cheerleaders, Choreographers, Directors and Stunt Squad Members.

8.2 Members must receive all rights and privileges set forth by the organization and must meet the requirements and qualifications.

8.3 Member Requirements and Qualifications

8.3.1 Must be a former member of the Philadelphia Eagles Cheerleading Squad, Choreographer, Director or Stunt Squad.

8.3.1a. To be considered a former Philadelphia Eagles Cheerleader, the member must have cheered at least one (1) game as a Philadelphia Eagles Cheerleader.



8.3.2 Must be in good standing in the community.

8.3.3 Must have timely paid all dues to the PPFCA.

8.3.4 Must have completed and signed any and all waivers and Codes of Conduct required.

8.4 Membership in this organization is not transferable or assignable.

8.5 Code of Conduct. All members are required to adhere to and sign the National Football Cheerleaders Alumni Organization and the PPFCA "Code of Conduct." Refer to PPFCA and NFCAO "Code of Conduct" located in <https://PPFCA.org/documents>

8.6 Appearances. Upon approval of the PPFCA Executive Board, members may make appearances on behalf of the organization but must NOT represent themselves as a Philadelphia Eagles Cheerleader. Paid appearances are not allowed. Usage of PPFCA logo for financial gain is prohibited.

8.7 Expulsion. The Executive Board and Board of Directors, by majority vote, may suspend or expel a member for any infraction of the "Code of Conduct."

8.7.1 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.

8.7.2 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 IX - MEMBERSHIP DUES & CHARITABLE GIVING

8.8 Dues. The Board of Directors will determine the dues of PPFCA membership. Dues will be collected annually, in January, and will be recorded by the Membership Board Member in coordination with the Treasurer.

8.9 Charitable Giving. A minimum of 5% of membership dues collected from the prior year will be set aside for charitable donations. Please refer to "Charitable Giving" document located in <https://PPFCA.org/documents>

ARTICLE X - AMENDING THE BYLAWS

9.1 The Bylaws may be altered or amended by the following procedure:

9.1.1 Any PPFCA member wishing to amend the Bylaws may submit the proposed changes in writing to the Secretary of the Executive Board.

9.1.2 The Executive Board and Board of Directors will review the proposed amendment.



9.1.3 If the recommendation is approved, the amended change will officially be documented and adopted. If the recommendation is voted down, the proposed change may be resubmitted once more to the Executive Board for further review, and the process begins with the review of the Bylaws.

9.1.4 The current bylaws shall be furnished to all Executive Board Members and Board Members.

9.2 A majority of the Executive Board of Directors will be required for adoption of an amendment to the Bylaws.

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