

date as well. Each Classification will have 1 member, as well as 3 Assistant Coaches elected at large. The first board of directors will draw for even and odd slots. Even slots will have terms for 2 years and odd slots will have a 3 year term. After the first board term, all future board members will serve 3 year terms.

(c)(Eligibility: To be eligible as a director, a coach must be an active member in good standing.

(d)(Powers: The Board of Directors shall have complete control and management of the association's funds, and property and shall have and exercise all the powers possessed by the association itself so far as such delegation of authority is not inconsistent with the laws of the NJPCA.

(e)(The Directors shall exercise their duties in a manner consistent with the purpose of this association, keeping in mind this association is organized for not profit.

(f)(Officers of the board : the President of the NJPCA shall be the chairman of the board of directors. The Vice President shall be the vice-chairman of the Board of Directors.

(g) Vacancies: Any vacancy on the Board of Directors occurring between annual elections as a result of death, incapacity, resignation, or other such causes, may be filled by a majority of the directors present at a properly constituted meeting of the board. In case of a resignation of the president, the Vice president will assume the duties of the President. Any director may be removed for cause by a two-thirds vote of all the other directors then in office.

(h) Meeting: the board shall meet at least twice a year, at the February convention and at the summer all-star clinic. Additional meetings may be called by the President with at least 5 days notice given to the Association.

(i) Proxy Voting: Any director not present at a meeting will be permitted to vote by proxy by filing notice of such desire with the president before the meeting and designating who shall hold the proxy.

3.1 Board of Directors

(a) **Composition and election:** The Board of Directors shall consist of 9 board members, a president and 5 to 6 ex officio members. The board members will be elected at an annual winter meeting. The president will be elected by the Board of Directors at this time as well. Each Classification will have 1 member, as well as 3 Assistant Coaches elected at large. The first board of directors will draw for even and odd slots. Even slots will have term for 2 years and odd slots will have a 3 year term. After the first Board's term all future board members will serve 2 year terms.

(b) **Eligibility:** To be eligible as a director, a coach must be an active member in good standing.

(c) **Duties:** The Board of Directors shall have complete control and management of the association's funds, and property and shall have and exercise all the powers possessed by the association itself as far as such delegation of authority is not inconsistent with the laws of the ARFCA.

(d) The Directors shall exercise their duties in a manner consistent with the purpose of this association, keeping in mind this association is organized for non profit.

(e) **Officers of the board :** the President of the ARFCA shall be the chairman of the board of directors. The Vice President shall be the vice-chairman of the Board of Directors.

(f) **Vacancies:** Any vacancy on the Board of Directors occurring between annual elections as a result of death, incapacity, resignation, or other such causes, may be filled by a majority of the directors present at a properly constituted meeting of the board. In case of a resignation of the president, the Vice president will assume the duties of the President. Any director may be removed for cause by a two-thirds vote of all the other directors then in office.

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(c) Duties: The Board of Directors shall have complete control and management of the association's funds, and property and shall have and exercise all the powers possessed by the association itself as far as such delegation of authority is not inconsistent with the laws of the ARFCA.

(d) The Directors shall exercise their duties in a manner consistent with the purpose of this association, keeping in mind this association is organized for non profit.

(e) Officers of the board : the President of the ARFCA shall be the chairman of the Board of directors. The Vice President shall be the vice-chairman of the Board of Directors.

(f) Vacancies: Any vacancy on the Board of Directors occurring between annual elections as a result of death, incapacity, resignation, or other such causes, may be filled by a majority of the directors present at a properly constituted meeting of the board. In case of a resignation of the president, the Vice president will assume the duties of the President. Any director may be removed for cause by a two-thirds vote of all the other directors then in office.

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(h) **Proxy Voting:** Any director not present at a meeting will be permitted to vote by proxy by filing notice of such desire with the president before the meeting and designating who shall hold proxy.

1.2.1 The principal office of this Association shall be situated in the State of Arkansas at such specific location as to the Board of Directors shall determine from time to time.

Article II

2.1 Purposes

The Association shall be organized and operated for the following purposes:

- (a) To provide awards to outstanding football coaches and players statewide in order to promote the advancement of excellence in football and athletic competition
- (b) To provide educational resources and training seminars for football coaches on a regular basis and to instruct individuals in meeting the challenges of coaching football.
- (c) To foster and promote statewide high school football competition, play off series and State Championship games.
- (d) To participate in rule making process affecting football competition, play-off series and State Championship games.
- (e) To participate in rule making proposal affecting football coaches within the state, to advise them of rule making developments, and generally to promote the highest, possible professional standards in coaching of football for the public good.
- (f) To cooperate with State Arkansas Athletic Administration Association, the Arkansas High School Coaches Association and the Arkansas Activities Association, to work for the betterment and growth of football in Arkansas, and in particular to strengthen schools and educational institutions statewide through the provision of athletic programs.
- (g) To promote a harmonious relationship among coaches in amateur athletics.

Article I

1.1 The name of this corporation which is a nonprofit corporation organization under the Nonprofit Association Act of the State of Arkansas, is Arkansas Football Coaches Association, Inc. (Here-in-after "Association")

2.1 The principal office of this Association shall be situated in the State of Arkansas at such specific location as to the Board of Directors shall determine from time to time.

Article III

2.1 Purposes

The Association shall be organized and operated for the following purposes.

- (a) To provide awards to outstanding football coaches and players statewide in order to promote the advancement of excellence in football and athletic competition.
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- (g) To promote a harmonious relationship among coaches in amateur athletics.

before the meeting.

(k) **Election of Board:** Nominations will be made at the winter convention for vacant Board seats. An election will be held by the general assembly without the candidates being present. A majority vote will decide the election.

(l) **Liability of Members and Directors:** No member or director of the Association shall be personally liable to the creditors or for any indebtedness or liability and any and all claims shall look only to the association's assets for payment.

(m) The Association shall not make or extend a loan to any director, officer or member.

(n) **Disposition of upon Dissolution:** Upon the dissolution or winding up of the corporation, the purpose set forth in these articles, all of the business, properties, assets and income of the corporation remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for tax exempt purpose. In NO event will funds be distributed to any member.

3.2 Officers

(a) Officers shall be elected from the Board of Directors as follows: President, Vice President and Sec. Treasurer. The terms will be for 2 years. The president will be a non-voting member of the Board except to break ties.

(b) **Eligibility:** To be eligible as an officer, a member must be in good standing with the organization.

(c) **Terms of Office:** the terms of office shall be for two years.

(d) **Duties:** Secretary/Treasurer shall be the chief administrative and fiscal officer of the association and together with the President, unless some other person is specifically authorized by the Board of Directors, shall sign all checks, leases, contracts and all instruments to be executed on behalf of the association.

- (i) **Financials:** A bank account holding all association monies will be setup at a statewide bank. All expenditures must be approved by the Board of Directors and all checks will be signed by both President and the Secretary.
- (j) **Quorum:** A majority of the directors shall constitute a quorum at any meeting of the board. A majority of the quorum present shall decide any action or matter brought before the meeting.
- (k) **Election of Board:** Nominations will be made at the winter convention for vacant board slots. An election will be held by the general assembly without the candidates being present. A majority vote will decide the election.
- (l) **Liability of Members and Directors:** No member or Director of the Association shall be personally liable to the creditors or for any indebtedness or liability and any and all creditors shall look only to the association's assets for payment.
- (m) The Association shall not make or extend a loan to any director, officer or member.
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Article III

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3.3 Ex-Officio Board Members

When a board members term is up, he will become an ex-officio member for one year.
Ex-officio members will serve only in an advisory capacity with no voting rights.

3.4 Business Meetings

(a) **Quorum:** The quorum shall consist of one-fourth of the association's active members.

(b) Agenda

1. Call to Order
2. Reading or disposal of any unsuppressed minutes
3. Report of Board of Directors
4. Report of the Committee
5. Financial Reports
6. Unfinished Business
7. New Business
8. Adjournment

3.5 Board of Directors Meetings

- (a) Concerns by the association members may be presented to the Board of Directors at any meeting.
- (b) All Board of Directors meetings will be open to all association members.
- (c) Members must give 30 days notice to the President to present any issues to the Board of Directors to be placed on the agenda.

He shall have the careful custody of the funds of the association and shall have exercised under the supervision of the Board of Directors all the powers and duties commonly connected to his office.

Other duties: Keep minutes at all meetings, read the minutes if requested, mail out all notices for meetings, keep accurate accounting of funds, report financials at all meetings, disburse funds as authorized by Board.

3.3 Ex Officio Board Members

When a board members term is up, he will become an ex-officio member for one year. Ex officio members will serve only in an advisory capacity with no voting rights.

3.4 Business Meetings

(a) Quorum: The quorum shall consist of one-tenth of the association's active members.

(b) Agenda

1. Call to Order

2. Reading or disposal of any unapproved minutes

3. Report of Board of Directors

4. Report of the Committees

5. Financial Reports

6. Unfinished Business

7. New business

8. Adjournment

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(b) All Board of Directors meetings will be open to all association members.

(c) Members must give 30 days notice to the President to present any issues to the Board of Directors to be placed on the agenda.

He shall have the care and custody of the funds of the association and shall have exercised under the supervision of the Board of Directors all the powers and duties commonly connected to his office.

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(c) Members must give 30 days notice to the President to present any issues to the Board of Directors to be placed on the agenda.

(24) *Allied members:* Any retired or former active member who has paid their membership dues. This will also include student teachers or graduate assistants.

4.1 Association membership

(a) *Active members:* Any Junior High, Senior High, Middle School or College football coach in the State of Arkansas who has paid their membership annual dues. They must work at an educational institution.

(b) *Allied members:* Any retired or former active member who has paid their membership dues. This will also include student teachers or graduate assistants.

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By-Laws

Article I

1.1 The name of this corporation which is a nonprofit corporation organization under the Nonprofit Association Act of the State of Arkansas, is Arkansas football coaches Association, Inc. (Here-in-after "Association")

1.2.1 The principle office of this Association shall be situated in the State of Arkansas at such specific location as to the Board of Directors shall determine from time to time.

Article II

2.1 Purposes

The Association shall be organized and operated for the following purposes.

- (a) To provide awards to outstanding football coaches and players statewide in order to promote the advancement of excellence in football and athletic competition
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