## By-Laws of the

## Amador County Eagles

A non-profit youth football and cheer organization

Created - February 2015

## BY-LAWS

## ARTICLE I NAME

This organization shall be known as Amador County Eagles Incorporated, hereinafter referred to as "ACE".

## ARTICLE II

Section I

## ARTICLE III

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## AFFILIATION

ACE shall annually apply for or renew affiliation with Mother Lode Valley Football League, hereinafter known as "MVFL" comprised of other Youth Football/Cheer Programs.

## OBJECTIVES

## Mission Statement:

The primary objectives of ACE are to teach competitive football and cheerleading skills while implanting the ideals of good sportsmanship, honesty, courage, loyalty and respect for one's self and others while carrying on a winning tradition.
To achieve these objectives, ACE will provide a supervised program under the Rules and Regulations as set forth in the Affiliate League Guidelines, current edition, herein referred to as "Guidelines" and the ACE Handbook, current edition, herein referred to as "Handbook" in accordance with Section 501 (c) (3) of the Federal Internal Revenue Code, ACE shall operate exclusively as a nonprofit organization providing a supervised program of competitive football and cheerleading.

## MEMBERSHIP

## Eligibility:

A. Any individual residing within the boundaries of the Amador County Unified School District (ACUSD) as identified by the Office of the Superintendent will have priority at time of registration.
B. Any individual who receives a district transfer by MVFL in accordance with MVFL By-Laws.
Residency: Any individual residing within the boundaries of ACUSD.
Classes: There shall be the following classes of Members:
A. Priority Participant Members: Any child meeting the requirements of ACE as outlined in the Handbook, and who is considered a Resident or who has been a General or Priority Participant Member in a previous year or who has a sibling of a former General or Priority Participant Member, as set forth herein, shall be eligible to compete for participation but shall have no rights, duties or obligations in the management or in the property of ACE. Priority Participant Members shall be given priority over General Participant Members when participant registration occurs for a team.
B. General Participant Members: Any child meeting the requirements of ACE as outlined in the ACE Handbook who does not qualify to be a

Priority Participant Member shall be a General Participant Member and shall be eligible to compete for participation but shall have no rights, duties or obligations in the management or in the property of ACE.
C. Regular Members: A Parent or Legal Guardian, upon registering their child/children to play in the ACE program and during the term that the child/children remains a Participant Member is a Regular member. Residents of Amador County who have demonstrated commitment to the objectives and goals of ACE but who do not have children in the program, or individuals with children formerly in the program may also become members by approval of the Board of Directors. Only regular members in good standing, Board members, Coaches, Instructors and other Officers are eligible to nominate, vote and hold an office or any other elected or appointed position in ACE. The Secretary shall maintain the roll of membership to qualify voting members.
D. Honorary Members: Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties or obligations in the management or in the property of ACE.
E. Sustaining Member: Any person not a Regular Member who makes financial or other contribution(s) to ACE may by a majority vote of the Board of Directors become a Sustaining Member, but such person shall have no rights, duties or obligations in the management or in the property of ACE.

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Other Affiliations: Neither Members nor their families may be actively engaged in the promotion and/or operation of any other youth football/cheer program, except for football and cheer programs sponsored by ACUSD.
Suspension or Termination: A complete description of the disciplinary process is outlined in the Handbook. In some disciplinary actions, membership may be terminated by resignation or action of the Board of Directors as follows:
A. The Board of Directors, by majority vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend or terminate the membership of any Member, Coach or Board Member when the conduct of such person is considered detrimental to the best interests of ACE and/or the League (as defined in the current Handbook.) The individual involved shall be notified of such by mail ten (10) days prior to the said meeting, informed of the general nature of the charges and be given an opportunity to appear at the meeting to answer such charges. The member may voluntarily waive the 10 -days upon request with written notice. The determination by the Coaching staff will remain in force until the Board convenes.
B. Any Member, player or otherwise, Coach, Instructor or other Officer who is ejected from a game, or involved in activity deemed to be detrimental to the best interests of ACE and/or the League (as defined in the current Handbook) or in violation of the objectives herein stated, must appear before the Board of Directors or a duly appointed committee thereof, which shall
have full powers to suspend or revoke such Members right to future participation. Minor children required to appear for disciplinary review will be accompanied by a parent or legal guardian. Failure to appear before said committee shall not preclude the committee's ability to discipline or suspend or revoke a player's right to future participation.
C. If the participation by any Officer poses a conflict of interest, he/she will not be able to participate in such case, as determined by the Board.
D. In the absence of Board approval, all rights of any member in ACE and its property shall cease on the termination of such membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, fees or assessments arising from contract or otherwise. ACE shall retain the right to enforce any such obligation or obtain damages for its breach and any member whose membership is terminated by revocation shall have no claim against ACE, its Officers or Members for any benefits or accruals that may be alleged to exist.
E. Any person suspended or terminated for disciplinary reasons, by the Board may not be considered for a leadership position in ACE including, but not limited to Coach, Assistant Coach, or Board Member for a period of not less than the remainder of the regular season and up to two (2) additional seasons. (this does not include the mandatory suspension by MVFL for coach ejections).

## ARTICLE V

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## FEES

Participant Members: A reasonable participation fee may be assessed as a parent's obligation to assure the operational continuity of ACE. It is the policy of ACE that the inability to pay participation fees should not keep an individual from participating in the ACE football and cheer program. A reasonable fee will be assessed for check returned for non-sufficient funds.

Scholarships: Members who cannot afford to pay the participation fee shall so indicate to the President, who will take such steps as may be necessary to assure that the suggested fees do not prevent a player from participating in ACE. This will be evaluated on a case-by-case basis by a committee established by the Board of Directors. Additional documentation may be requested and additional parent participation and fund raising will be required per the Handbook. A total of 16 scholarships maximum will be available per year with two at every level of football and cheer. All scholarships shall be submitted in writing at the time of registration. Any late scholarships shall be subject to availability and board approval.

Refunds: Refunds will be handled per the Handbook.
Special Refunds: Requests due to moving out of the ACE boundaries prior to the issuing of equipment will provide for a $100 \%$ refund. Requests due to moving out of the ACE boundaries, once the playing season begins will be considered on a case-by-case basis. All requests must be in writing and submitted to the Treasurer after approval by the appropriate members of the Executive Committee. Such refunds will be subject to the refund guidelines set forth in the Handbook.

| Section 5 | Equipment Deposits: Regardless of the ability to pay the participation fee, <br> equipment deposits may be collected upon the issuance of football equipment <br> and cheerleading uniform (if a cheerleading uniform is provided by ACE). Said <br> deposit will be refunded upon return of the football equipment and <br> cheerleading uniform. Damage not considered normal wear and tear would be be <br> subtracted from the equipment deposit. <br> PLAYING RULES |
| :--- | :--- |
| ARTICLE VI |  |
| Rules and Regulations: Consistent with these By-laws all ACE participants, |  |
| parents and coaches will follow such rules and regulations as are set forth in the |  |
| Handbook provided by ACE. Failure to do so will result in appropriate |  |
| disciplinary action. |  |
| The responsible Coach who fails to conform to the ACE rules for MPRs |  |
| (mandatory play rules) is subject to discipline in accordance with the |  |
| disciplinary process outlined in the Handbook. |  |


| Section 9 | Upon dissolution of ACE and after all outstanding debts and claims have <br> been satisfied, the Members shall distribute the property of ACE to such <br> other Federally Incorporated entity maintaining an objective similar to that <br> set forth herein. |
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## ARTICLE VIII

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## BOARD OF DIRECTORS

Board and Number: The management of the property and affairs of ACE shall be vested in the Board of Directors. The Directors shall upon election enter upon the performance of their duties at the first meeting following the annual banquet and continue in office until their successors shall have been duly elected and qualified.

Board Membership: The Executive Board membership shall be comprised of the following Officers - President, Vice President Football, Vice President Cheer, Secretary, Treasurer, Equipment and Field Operations Manager, League Representative, Fund Raising Coordinator, and Concession Coordinator (9). All are voting members by virtue of their office. No individual may serve in a voting position while their spouse or significant other currently holds a position on the Board.

A majority vote of the Executive Board can be used to transact business on behalf of the Association when a regular meeting of the full Board cannot be scheduled.

Nomination and Election of Directors: Nominations for the Executive Board shall be made by Regular Members, Coaches, and Board Members. Nominations must be submitted to the Secretary prior to last regular season game. All election of Directors shall be by a majority vote of all voting Members casting ballots at the designated voting location or signed absentee ballot filed with the Secretary prior to the elections close. Proxy or absentee ballots must be submitted to the Secretary seven (7) days in advance of the election and may be obtained through the Secretary. If no nominations are filed the Board of Directors may appoint positions as needed. Each year elections will be held on the 1st Wednesday of November
Vacancies: If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular or special meeting called by the President or the Secretary (in the absence of the President) for that purpose. The newly elected person shall finish the vacant director's term and run for re-election when the term is completed.

Term of Office: The term of office of all Directors and Officers shall be for three (3) years. There shall be no limit on the number of consecutive terms that may be served by a Director.

Emeritus Status: In consideration of loyal service the Board of Directors upon unanimous approval may bestow upon any Board Member, Officer or Coach the designation of Director, Officer or Coach Emeritus. Emeritus status is a lifetime appointment.
Meetings, Notice and Quorum: Regular meetings of the Board shall be held regularly as determined by the Board, but not less than once a month. The President may, whenever he/she deems it advisable, or the Secretary shall at the
request in writing of five (5) Directors, issue a call for a special meeting of the Board. Notification for non-scheduled meetings must be two (2) days prior to said meeting and given to all Directors through written or e-mail notification. Notification of regularly scheduled meeting will occur via e-mail from the Secretary three (3) days prior to, or within 24-hours via telephone.

Two-thirds of the Board of Directors shall constitute a quorum for the transaction of AJM business at regular and special meetings.

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Action Without Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, only if a majority of the members of the Board individually or collectively consent to such action. Such consent shall be filed with the minutes of the proceedings of the Board. Action by consent shall have the same force and effect as a majority vote of the Directors. Action without meeting shall be properly reported and documented to the Board at the next regularly scheduled meeting.

Duties and Powers: The Board of Directors shall be empowered to take all actions necessary and appropriate to conduct the affairs and business of CE, including:
(a) Appoint such standing committees and chairpersons as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.
(b) Adopt such rules and regulations for the conduct of its meetings and management of ACE, as it may deem proper.
(c) Receive at the May meeting each year, a report verified by the President and Treasurer, or by a majority of the Directors, showing a complete inventory of real and personal property owned by it:

- Where located
- Where and how invested
- Amount and nature of the property acquired during the year immediately preceding
- Manner of the acquisition
- Amount applied, appropriated or extended during the year immediately preceding such date and the purpose, objects or persons to or for which such applications, appropriations or expenditures have been made

This report shall be filed with the records of ACE and an abstract thereof entered in the minutes of the proceedings of the final meeting.
(d) In matters they deem urgent or of an emergency nature, the Board may take immediate action on any and all matters that adhere to the avowed purposes of ACE, unless otherwise stated by the By-Laws and Handbook.

Members Responsibility: Each member of the Board of Directors shall be familiar with these By-laws and the Handbook, and each Board Member shall devote his/her energies to promote the purpose of ACE and the League. Each Director shall be prepared to report on their respective area of responsibility at each Board meeting.

Section 11 Removal of Officer or Director for Cause: The Board may remove a Director, for cause, with two-thirds vote by all Board of Directors. Any Directors removed for cause are prohibited from Board membership for a period of not less than two years.
Section 12 Open Meetings: All meetings of the Board of Directors shall be open to the general membership. Voting on ACE matters shall be by Board members only. However, any member may address the Board, make requests, and provide information or attempt to influence Board action at appropriate times during Board meetings.
Section 13 Closed Meetings: Meetings that deal with administrative issues or personal issues will be closed to the general membership.
Section 14 Access to ACE Records: All Regular Members have the right to inspect and copy Bylaws, standing rules, approved minutes, financial records at reasonable times, for purposes reasonably related to the person's interest as a Member. Directors have an absolute right to inspect and copy any record of ACE at the next regularly scheduled Board meeting. Notification/request must be made in writing ten (10) days prior to the Board meeting or it will be available the following meeting.

## Section 15 Fiscal Year: The fiscal year of ACE shall commence on Jan 1st of each year

 and conclude on the last day of December of the same calendar year.ARTICLE IX
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Section 2 Officers: The Officers of ACE shall consist of the Board of Directors (President, Vice President Football, Vice President Cheer, Treasurer, Secretary, Equipment and Field Manager, Fund Raising Coordinator, MLYAC Board Representative, Concession Coordinator). The Board of Directors may appoint non-voting positions at their discretion. The following are Non-Voting Board of Directors positions: High School Football Liaison, Parent Volunteer Coordinator, Apparel Coordinator and Assistants to Elected Board positions when needed.
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## Section 5

Vacancies: The Board of Directors may appoint such other Officers as it may deem necessary or desirable, and may prescribe the powers and duties of each, and may fill any vacancy which may occur in any office. Appointed Officers shall not vote on actions taken by the Board of Directors until they have been elected to the Board by the membership or have been approved by the Board to fill a vacancy.

President: The President shall:
(a) Conduct the affairs of ACE and execute the policies established by the Board of Directors.
(b) Preside over all meetings of the Board of Directors as Chairperson.
(c) Act as spokesperson with input/direction of the Board for ACE in all matters upon which the Board of Directors is authorized to act.
(d) Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of ACE. Establish agenda in cooperation with the Secretary.
(e) Be responsible for the conduct of ACE in strict conformity to the Policies, Principles, Rules and Regulations of the League as set forth herein and as set forth in the Guidelines and Handbook.
(f) Investigate complaints, irregularities and conditions detrimental to ACE and report thereon to the Board of Directors as circumstances warrant.
(g) Appoint committees as necessary to complete ACE objectives as stated in these By-laws.
(h) In the event the President cannot perform his/her duties outlined above, the Secretary shall convene a meeting of the Board of Directors for the purpose of selecting a replacement.

## Section 5

Vice President of Football: It shall be the duty of the Vice President of Football
(a) Submit anticipated expenses to Board
(b) Recruit Coaches and Instructors annually with the approval of the Board of Directors.
(c) Manage and/or supervise the football coaches.
(d) With the assistance of the Secretary examine the applications and support the proof-of-age documents of every player candidate and certify the residence and age eligibility before the player may be accepted.
e) Coordinate and address complaints with parents, football players, coaches and the President. Report initial findings and actions to the Board.
(f) Notify football players and coaches of upcoming football camps.
(g) Notify Coaches, Assistant Coaches, and Instructors of certification dates and times. Get scale certified in coordination with the Equipment Manager.
(h) Conduct regular meetings with coaches and report to Board potential problems or issues.
(i) Plan and execute Academic Excellence Program.
(j) Vice President will act as President in the absence of the President with all power of the President.
(k) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Vice President of Football as may be assigned by the Board of Directors or President.

## Section 6

Vice President of Cheer: It shall be the duty of the Vice President of Cheer to:
(a) Submit anticipated expenses to the Board
(b) Recruit cheerleading coaches and instructors annually with the approval of the Board of Directors.
(c) Manage and/or supervise all Cheerleading Coaches, Instructors and ancillary personnel.
(d) Supervise Cheer Clinic and assume responsibility for tryouts.
(e) Make arrangements for and coordinate Cheerleading practices and tryouts.
(f) Order coach and instructor uniforms with Board approval.
(g) Ensure that cheer audio and routines conform to stated ACE Handbook and League Guidelines.
(h) Inventory uniforms in ACE possession prior to start of season.
(i) Plan fitting night (including recruitment of volunteers).
(j) Submit orders to vendors and track delivery.
(k) Coordinate uniform distribution and squad refits on delivery.
(I) Coordinate returns/exchanges.
(m) Have such other duties as from time to time may be assigned by the Board of Directors or President.
( n ) Conduct regular meetings with coaches and report to Board.
(o) Plan and execute Academic Excellence Program.
(p) Plan and execute annual team and individual photos.
(q) Attend or appoint another cheer coach to attend the monthly MVFL meeting.

## Section 7

Secretary: It shall be the duty of the Secretary to:
(a) Be responsible for recording the activities of ACE and maintain
appropriate files, mailing lists, and necessary records.
(b) Keep the minutes of the Board of Directors meetings and cause them to be recorded in a book kept for that purpose.
(c) Conduct all correspondence (newsletters, sign-ups etc.) not otherwise specifically delegated in connection with said meetings and is responsible for carrying out all orders, votes and resolutions not otherwise committed.
(d) Collect all nominations for positions on the Board of Directors and prepare a final list of nominations at least two weeks in advance of the appointed election date. Make copies of the list of nominations and their positions available to any interested Member. Prepare all absentee ballots for Members unable to attend the annual meeting.
(e) Coordinate with the proper authorities, the background checks and documentation of Coaches, Officers, Board Members and other ACE officials as necessary
(f) Make arrangements for football practices and tryouts in cooperation with ACUSD and secure proper facility usage forms.
(g) Prepare, maintain and administer such records as may be needed during games and filing such records with the League.
(h) Give notice of all meetings of ACE and the Board of Directors.
(i) Plan and execute annual team and individual photos.
(j) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors or President.

## Section 8

Treasurer: It shall be the duty of the Treasurer to:
(a) Receive all moneys and securities, and deposit same in a depository approved by the Board of Directors.
(b) Keep records for the receipt and disbursement of all moneys and securities of ACE. Approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors.
(c) Prepare an annual budget and financial statement under the direction of the President for submission to the Board of Directors at the May meeting.
(d) Provide a written report to the Board of Directors monthly, including status of income and expenditures against budget.
(e) Have ACE books, accounts and records in condition for audit at all
times and ready to turn over to his/her successor in the office of the Treasurer.
(f) Insure that all accounts are properly designated and that there shall be no commingling of personal or non-league assets of ACE.
(g) Pick up and direct organization mail from post office to appropriate Board members.
(h) Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the Office of the Treasurer or may be assigned by the Board of Directors or President.

## Section 9

Section 10

Concession Coordinator: it shall be the duty of the Concession Coordinator to:
(a) Be responsible for all concessions activities.
(b) Prepare menu items and submit anticipated expenses to Board for Approval.
(c) Procure necessary concession items and equipment consistent with approved AJM budget.
(d) Coordinate volunteer assistance in cooperation with Team-Parent Coordinator/s and oversee Parent Volunteer Coordinator/s.
(e) Assure set-up and take down of Concessions Area before and following games.
(f) Assume responsibility for and assure the safe disposition of ACE owned concessions equipment.
(g) Supervise Concession Assistants and the Apparel Coordinator.
(h) Have such other duties as from time to time may be assigned by the Board of Directors or President.

Fund Raising Coordinator: It shall be the duty of the Fund Raising Coordinator to:
(a) Coordinate and oversee all ACE fund raising efforts.
(b) Submit anticipated expenses to Board for Approval.
(c) Plan and execute ACE participation in sanctioned events.
(d) Plan and execute cheer and football banquets in coordination with the Board.
(e) Supervise the Assistant Fund Raising Coordinator.
(f) Coordinate fund raising and donation programs.
(g) Work with the Board and parents to identify fundraising opportunities.
(h) Meet with the coaches and team parents to identify and plan team fundraisers.
(i) Coordinate solicitation of local business for sponsorships.
(j) Have other duties as from time to time may be assigned by the Board of Directors or President.

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Section 13

Field and Equipment Manager: It shall be the duty of the Field and Equipment Managers to:
(a) Prepare annual field equipment budget and submit it to the President for Board approval.
(b) Inspect all team equipment before, during and after the season.
(c) Keep an accurate and up-to-date inventory of equipment, emblems (stickers), and any other such supplies needed. This inventory will be used to order any and all necessary uniforms and equipment for ACE, consistent with approved budget.
(d) Insure that the proper ACE emblems are affixed to each uniform.
(e) Distribute to each player the necessary equipment and uniforms.
(f) Coordinate equipment returns with Treasurer for accurate return of equipment deposits along with the collection efforts of non-returned equipment.
(g) Provide equipment and supplies as may be needed during practice and on sidelines at games at the request of the Head Coaches or Vice President.
(h) Oversee the care and maintenance of the field and field equipment.
(i) Secure announcers, spotters, scoreboard operators, EMT, officials, and janitors for each home game.
(j) Supervise set-up and clean up on home game days.
(k) Supervise the Assistant Field Operations Manager, if applicable
(I) Have such other duties as from time to time may be assigned by the Board of Directors or President.

MVFL Representative: It shall be the duties of the MVFL representative
to:
a) Attend and report all matters related to the MVFL Board meetings
b) Carry the one (1) league vote of the ACE at the league level.
c) Present recommended changes and proposal from the ACE Board to MVFL.
(d) Have such other duties as from time to time may be assigned by the Board of Directors or President.

Section 14 High School Football Liaison: This is a non-voting position. It shall be the duties of the High School Football Liaison to:
a) Interact with the High School coaching staff and the ACE Vice President to ensure proper program guidelines are being taught and implemented.
b) Address Questions, issues and concerns of the ACE program with the Head Coach of Argonaut High School and Amador High School.
c) Assist each level of ACE Football with proper technique and questions related to the High School programs.
d) Bring concerns expressed by the ACUSD High School Head Coaches to the Vice President of Football.
(e) Have such other duties as from time to time may be assigned by the Board of Directors or President.

Section 15 Parent Volunteer Coordinators: This is non-voting position. It shall be the duty of the Parent Volunteer Coordinator to work with and answer directly to the Concessions Coordinator.
(a) Meet regularly with team parents from each squad.
(b) Collect volunteer hours from each team parent if applicable.
(c) Support team parents in execution of their duties by suggesting activities, providing support in dealing with parent conflicts.
(d) Prepare and manage the schedule of game day volunteer activities, in cooperation with Team Parents and Board of
Directors, as identified by the Board of Directors, and subject to change.
(e) Coordinate activities between cheer and football teams.
(f) Have such other duties as from time to time may be assigned by the Board of Directors or President.

## Section 16

Apparel Coordinator: This is a non-voting position. It shall be the duties
of the Apparel Coordinator to:
a) Prepare an annual apparel budget and submit it to the President for Board approval.
b) Prepare apparel designs and ideas and submit them to the Board for approval. Upon approval procure apparel through ACE approved vendors.
c) Oversee the ACE store under the direction of the Concession Coordinator, including set up and take down of the store at home games and other activities requested by the Board.
(d) Have such other duties as from time to time may be assigned by the Board of Directors or President.

## ARTICLE X Section I

## FOOTBALL \& CHEER COACHES

## Coaches

(a) All Head Coaches shall be selected annually by the Board. Assistant Coaches will be the choice of the Head Coach after a pool of applicants has been selected by the Board. Parents may volunteer if they have expertise in certain areas as determined by the Board, but must pass all selection and screening processes. Only official coaches with badges will be permitted on the practice and game field interacting with participants. Coaches will be assigned to one level only unless approved by the board.
(b) Head Coaches shall be responsible for the actions of their Assistant Coaches, Instructors, and for the actions of the participants on that team.
(c) All Coaches and advisors shall conduct themselves in a manner that is above reproach and follow the rules and regulations established by ACE. Strict adherence to ACE objectives as established in the By-Laws and Handbook is required.
(d) Coaches and advisors shall wear the approved ACE coaches attire at all games.
(e) Coaches shall be responsible for the proper maintenance and control of the assigned uniforms and equipment provided by ACE during the season in which equipment was issued.

## ARTICLE XI AMENDMENTS

These By-Laws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Members or of the Board of Directors provided that notice of such proposed change is included in the notice of such meeting. At least once annually the terms and conditions of the By-Laws shall be reviewed by the Board of Directors to insure current applicability.

