

# Browns Backers Worldwide

## 2023 Chapter Guidebook



# Table of Contents

## ARTICLE

- I. Introduction; Mission Statement
  - II. BBW Chapter Benefits
  - III. Forming a Chapter
    - A. Chapter Name
    - B. Geographic Area
    - C. Chapter Activities
    - D. Chapter Size
  - IV. Organizational Structure for Individual Chapters
  - V. Chapter Finances
  - VI. Chapter Meetings and Viewing Locations
  - VII. Website and Social Media
  - VIII. Membership in a Chapter
  - IX. Rosters/Roster Updates
  - X. Logo/Trademark Usage
  - XI. Chapter Opt-Out
  - XII. Chapter Suspension and Revocation of Chapter Membership
  - XIII. Relationship to the Cleveland Browns
  - XIV. Limitation of Browns Liability
- CHAPTER'S RELEASE, WAIVER, INDEMNITY OF THE BROWNS***

**Browns Backers Worldwide  
Chapter Guidebook  
(Revised February 28, 2023)**

This Cleveland Browns Guidebook provides guidelines and general parameters for member fan chapters of the Browns Backers Worldwide. This Guidebook may be updated or revised by the Browns from time to time and a copy can be requested by emailing [BrownsBackers@clevelandbrowns.com](mailto:BrownsBackers@clevelandbrowns.com).

## **I. Introduction; Mission Statement**

The Browns Backers Worldwide (“BBW”) is a collection of fans and fan chapters throughout the world that are recognized by the Cleveland Browns to promote fun, unity, fellowship, and support of the Cleveland Browns (the “BBW Mission”).

There are two (2) types of membership within the BBW: Individual Members and Chapters. A “Chapter” is a group of individual fans who subscribe to the BBW Mission and socialize and participate in activities together. An “Individual Member” is an individual fan who is a part of the BBW but who is not affiliated with any Chapter. Each individual member of a Chapter is also considered to be an Individual Member of the BBW. This guidebook is intended for Chapter use.

## **II. BBW Chapter Benefits**

The Browns recognize the valuable role of BBW Chapters and their members in creating a worldwide fan base for the Cleveland Browns. Accordingly, the Browns support BBW Chapters through various means which may include:

- Providing a starter kit for all new Browns Backers Chapters;
- Providing one (1) autographed item per calendar year upon request and subject to availability;
- Making players, alumni, and mascots available for Chapter events subject to availability as determined by the Browns in its sole discretion;
- Providing information on the team through Browns’ publications, correspondence, and digital media platforms; and
- Making promotional items available upon request and subject to availability.
- Provide a discount for Browns apparel and memorabilia through Fanatics.com and the Cleveland Browns Pro Shop.

The specific support provided to the Chapters by the Browns may vary in the Browns’ sole discretion.

## **III. Forming a Chapter**

Generally speaking, a new BBW Chapter may be formed if (a) there are at least 10 interested members committed to joining the BBW and (b) if the prospective Chapter headquarters is located more than 10 miles from any existing BBW Chapter’s headquarters. However, prior to forming a new Chapter, the Browns encourage individuals to join and/or explore leadership opportunities within an existing Chapter in their area.

If there are no existing Chapters with 10 miles and if at least 10 members are interested in creating a new Chapter, the prospective chapter’s main point of contact should submit a new chapter inquiry via [fans.clevelandbrowns.com](http://fans.clevelandbrowns.com). If the proposed chapter meets the standard requirements, the Browns will send this Guidebook to the prospective president of the chapter who must read this Guidebook and sign and return the Release on the final page of this Guidebook indicating acceptance of and agreement with the contents of this Guidebook. Upon the Browns’ receipt of the signed form, the chapter will be recognized as

an official Chapter of the BBW. The Chapter President will then be given access to the BBW internal portal to register the Chapter and its members. The Browns will also send the Chapter President a starter kit.

A CHAPTER WILL NOT BE CONSIDERED PART OF THE BBW UNTIL THE PRESIDENT OF SUCH CHAPTER SIGNS AND RETURNS TO THE BROWNS THE LICENSE, RELEASE, WAIVER, AND INDEMNITY ON THE LAST PAGE OF THIS GUIDEBOOK.

- A. **Chapter Name.** Each Chapter of the BBW must have a distinct name. While the Browns encourage creativity in selecting a name, Chapter names should be straightforward and not cause confusion. Here are some general guidelines:
- NO state or country name shall be used exclusively by any one Chapter;
  - Chapter names cannot include:
    - derogatory or offensive language (including acronyms);
    - a commercial establishment's name;
    - a commercial product's name; or
    - a specific player's name.
  - Chapter names must not mislead or preclude names of other individual Chapters;
  - Chapter names may not be modifications or derivations of the name of an existing Chapter;
  - Avoid the use of names and acronyms similar to previously established Chapters; and
  - All Chapter names must be submitted to the Browns and are subject to the approval of the Browns in its sole discretion.
- B. **Geographic Area.** All Chapters must designate as its "headquarters" one family-oriented, public location to be approved by the Browns. The headquarters should be at least 10 miles from any existing Chapter headquarters. Each Chapter should notify the Browns of the location of its designated headquarters for Browns' approval, ease of communication, and the distribution of any materials.
- C. **Chapter Activities.** For a Chapter to be recognized as part of the BBW, a Chapter must host inclusive and family-friendly events and activities, such as:
- Raising funds for charitable organizations within the area served by the Chapter;
  - Attending viewings of preseason, regular season, and post-season Cleveland Browns games at designated establishment(s);
  - Organizing and/or attending special BBW functions;
  - Holding Chapter meetings; and
  - Promoting positive player and fan relationships.

Chapters must promote a family-oriented atmosphere at all times. This includes (i) welcoming Browns fans of all ages, nationalities, races, religions, and sexual orientations and irrespective of disability or gender and (ii) also organizing, supporting, and participating in only those activities that are family-oriented and non-discriminatory. A Chapter's failure to be inclusive or a Chapter's support of or participation in discriminatory, offensive or questionable activities will result in the revocation of a Chapter's membership in the BBW.

- D. **Chapter Size.** Chapters in close proximity must refrain from recruiting members of existing BBW Chapters. A Chapter with fewer than 10 members may not be recognized as part of the BBW. Currently, there is no limit on the number of members a BBW Chapter may have.
- E. **Browns' Approval.** All new Chapters, including Chapter names and geographic locations, are subject to the Browns' prior approval which may be withheld in the Browns' sole discretion. The Browns reserve the right to require the Chapter make changes to its operations, including the Chapter name and geographic location, upon which the Chapter shall take actions to reasonably

promptly comply with such requests. The Browns further reserve the right to either revoke its approval of a Chapter at any time and for any reason, upon which the Chapter shall no longer be considered a member of the BBW and must immediately cease using any intellectual property of the Cleveland Browns (including the Browns Backers logo).

#### **IV. Organizational Structure for Individual Chapters**

Each Chapter is an independent entity that conforms to the BBW Mission Statement and that is registered as a member of the BBW. Chapters will vary in size, structure and governing body. Each Chapter may choose a structure or governing body as it sees fit, provided that such Chapter is inclusive and otherwise conforms to these guidelines. Each Chapter must identify to the Browns one (1) individual to be the Chapter President. This Chapter President (and any subsequent Chapter presidents) must agree to the guidelines in this Guidebook by executing the Release on the last page of this Guidebook. In addition to the President, the Chapter may establish a Vice President, Secretary, and/or Treasurer. The Browns generally recommend that at least three (3) unrelated individuals serve in a leadership capacity within the Chapter. Officers may volunteer to serve or may be elected or appointed by the Chapter and/or its members. Officer positions must not be paid or receive any other form of compensation for their participation. Establishment owners may not hold an office position within the chapter.

In the event that there is a change in the Chapter President, the Chapter must notify a BBW point-of-contact on the Browns' staff in order to continue as part of the BBW without interruption. If a Chapter President resigns and the Chapter is unable to find a replacement for the President, the Chapter will no longer be part of the BBW.

#### **V. Chapter Finances**

ALL CHAPTERS MUST EXIST SOLELY TO PROMOTE THE BBW MISSION AND SHALL NOT BE ORGANIZED TO PROMOTE A BUSINESS, PRODUCT, INDIVIDUAL, PERSONALITY, OR OTHERWISE TO PROMOTE FINANCIAL OR COMMERCIAL GAIN OR FOR-PROFIT VENTURES. Chapters can file for 501(c)(3) non-profit status if interested. The Browns do not assist in this process. For more information about the non-profit application process visit the IRS web site at <https://www.irs.gov/charities-and-nonprofits>.

The President and/or Treasurer shall keep accurate and up to date records regarding any Chapter finances and shall ensure that no finances are used irresponsibly or in violation of this Guidebook. Each President must understand that the failure to maintain accurate books may expose the President or Chapter to undue risk. The Browns recommend that, at a minimum, **the President and Treasurer not be related and that 2 signatures be required on any checks issued by a Chapter.**

Chapters are not required to collect dues. The decision to collect dues shall be made in the sole discretion of a Chapter's individual members and/or officers. Any collected dues must be used to cover legitimate costs associated with operating the Chapter (as well as for other reasonable not-for-profit purposes). Examples of such legitimate costs may include 1) Charitable donations; 2) Purchases of prizes/tickets for giveaways; 3) Chapter mailings; 4) Rental fees for a venue or other meeting location; 5) Outside guest speakers at Chapter functions; and 6) Chapter trips/events. Collected dues may not be used as compensation for any members or officers of the Chapter.

Each Chapter and Chapter President and other officers assumes sole responsibility and liability for the use or misuse of funds relating to the Chapter. The Browns shall not be involved in or responsible for any Chapter funds or membership dues. The Browns will not be held liable for any collection, use or misuse of Chapter funds, membership dues, or similar monies.

Any reasonable suspicion by the Browns of a Chapter's failure to adhere to the guidelines and policies in this section may result in the severing of any relationship between the Chapter, the BBW, and the Cleveland Browns.

## VI. Chapter Meetings and Viewing Locations

Chapters shall have a public viewing location (e.g., the Chapter headquarters) with all necessary rights and licenses to broadcast all Cleveland Browns games. This public viewing location shall be accessible to all individuals regardless of age or disability. Residential locations, private establishments, and controlled access facilities cannot be designated as the viewing location.

While regular meetings are encouraged, Chapter meetings are scheduled at the sole discretion of each Chapter.

## VII. Website and Social Media

The Browns encourage Chapters to make available a website and social media outlets for Browns fans and Chapter members to obtain information about the BBW and the Chapter, including Chapter events, how to join, community involvement, meeting location, etc. Chapters must represent the Browns organization in a positive manner at all times. The Browns do not and will not tolerate the use or promotion of illegal, offensive, derogatory, mean-spirited, or otherwise disrespectful content. Any Chapter found to be using or permitting any such content, as determined by the Browns in its sole discretion, will not be permitted to remain a part of the BBW. Also, Chapters may not post on any website or social media outlet any personally identifiable information of their members without prior written consent of such member. In addition, social media platforms using the chapter name cannot promote any personal social media accounts.

## VIII. Membership in a Chapter

BBW Chapters should expand their membership through policies of inclusion. Criteria for becoming a member may be established by each individual Chapter but must be inclusive of individuals of all ages (subject to the age limitation described below), races, nationalities, gender, religions, sexual orientations, and individuals with disabilities and be otherwise nondiscriminatory. Prospective members shall not be required to perform any activities or undergo any "initiation" to be considered a member of a Chapter. Each individual Chapter may establish fair and reasonable guidelines for its members to retain their status as an active member.

The Browns may refer those individuals interested in the BBW to an existing Chapter. The Browns will inform the Chapter of the referral but it is the Chapter's responsibility to contact and recruit the prospective member.

An individual must be at least 14 years of age to be a member of a Chapter.

## IX. Rosters/Roster Updates

Each Chapter shall maintain a list of the Chapter's members through the BBW administration site at <http://fans.clevelandbrowns.com>. Each Chapter President will be provided guidelines to navigate the site and to maintain and update the roster within the site. The online Chapter roster shall be updated by the Chapter President as changes occur.

Unless otherwise agreed, the Chapter President shall be responsible for maintaining the Chapter roster and ensuring that member's personal information is maintained as confidential, except to the extent otherwise consented to by such member. The Browns will not be responsible or held liable for the disclosure or misuse of personal information by a Chapter, a Chapter president or other Chapter member. The Browns also encourage all members to individually register online in the BBW portal to receive unique Browns' discounts, opportunities, and other benefits. Each member will have access to his or her own profile to make necessary changes to their membership information.

## X. Logo/Trademark Usage

ALL TRADEMARKS, NAMES, SERVICE MARKS, COPYRIGHTS OR OTHER INTELLECTUAL PROPERTY ASSOCIATED WITH THE CLEVELAND BROWNS, INCLUDING THE BBW LOGO (THE "BBW LOGO") DEPICTED ON THE COVER PAGE OF THIS GUIDEBOOK AND THE BROWNIE LOGO ("BROWNIE LOGO") ATTACHED HERETO AS EXHIBIT A (COLLECTIVELY, "BROWNS MARKS") AND ANY DERIVATIVES OF BROWNS MARKS (I) ARE THE SOLE AND EXCLUSIVE PROPERTY OF THE CLEVELAND BROWNS FOOTBALL COMPANY LLC, (II) MAY ONLY BE USED BY THE CHAPTER WITH THE PRIOR APPROVAL OF THE BROWNS FOR APPROVED PURPOSES, AND (III) MAY ONLY BE USED WHILE THE CHAPTER IS REGISTERED AND IN GOOD STANDING WITH THE BBW. USE OF BROWNS MARKS IS NOT PERMITTED WITHOUT THE PRIOR, EXPRESS WRITTEN CONSENT OF THE CLEVELAND BROWNS, WHICH MAY BE WITHHELD IN THE BROWNS' SOLE DISCRETION. CHAPTERS ARE NOT PERMITTED TO UTILIZE ANY THIRD PARTIES (INCLUDING DESIGNERS) TO MANIPULATE ANY BROWNS MARKS AT ANY TIME.

Without limiting the generality of the foregoing paragraph, Chapters and individuals affiliated with the Chapters are specifically prohibited from using Browns Marks (including any derivations or modifications of Browns Marks) with respect to the following:

- Merchandise of any kind, including apparel such as t-shirts, sweatshirts, jackets, caps, etc. and hard goods (such as coffee cups, pens, key-chains, banners, signs etc.);
- Collateral items related to local Chapter events and activities (e.g. event tickets, programs, advertising, promotional fliers, raffle tickets, etc.); and
- Sportsbooks, sports betting, sports betting-related services and any entity for which one-third or more of its gross revenues or operating profit in any of the last three years is attributable to sports betting-related services.

IF A CHAPTER WISHES TO USE THE BROWNS MARKS IN ANY FORM OR MEDIUM, IN ADDITION TO OBTAINING THE BROWNS' PRIOR WRITTEN PERMISSION FOR SUCH USE, THE CHAPTER PRESIDENT (AND ANY SUBSEQUENT CHAPTER PRESIDENTS), MUST SIGN THE RELEASE ON THE LAST PAGE OF THIS GUIDEBOOK.

## **XI. President Resignation; Chapter Dissolution**

If the President of a Chapter no longer wishes to serve as President of the Chapter and is unable to find a substitute president for the Chapter, then the outgoing President shall contact a Cleveland Browns representative by emailing [BrownsBackers@clevelandbrowns.com](mailto:BrownsBackers@clevelandbrowns.com) to inform the Browns that the President is resigning and no replacement has been found. Upon receipt of this information, the Browns will consider the Chapter dissolved and no longer a chapter in the BBW. During this process, a Browns staff person may contact the outgoing president or Chapter member(s) to better understand the situation. Additionally, the Browns reserve the right to dissolve the Chapter if a Chapter President ceases to engage with or respond to the Browns after repeated attempts at contact, or if a Chapter President fails to agree to the Guidebook and any of its updates or sign the Release, Waiver or Liability document on the final page of this Guidebook. The Browns may also dissolve a Chapter at any time and for any reason, including for violations of this Guidebook, in the Browns' sole discretion. Note that after Chapter dissolution, the individual members of the Chapter will still be considered individual members of the BBW unless such individual member proactively deactivates his or her profile on the BBW website.

## **XII. Chapter Suspension and Revocation of Chapter Membership**

In the event that members of any Chapter engage in activities that are contrary to the guidelines in this Guidebook or that are otherwise inconsistent with the BBW Mission, the Browns will notify the Chapter in writing that the Chapter is not in good standing. If the Chapter fails to remedy the issue to the Browns' satisfaction, the Browns may, in its sole discretion, take any action that it deems appropriate, including (i) ceasing all support of the Chapter's activities, (ii) revoking any privileges enjoyed by the Chapter (including any use of Browns Marks), (iii) deactivating the roster, (iv) deactivating the memberships and accounts of

any individual members of the Chapter, including the President, and (v) otherwise revoking any membership or affiliation of the Chapter with the BBW and the Browns.

### **XIII. Relationship to the Cleveland Browns**

It is expressly understood and agreed that nothing in this Guidebook creates any type of corporate relation, joint venture, partnership, independent contractor, principal and agent, or employee and employer relationship between the Chapter and the Cleveland Browns, CBFC (as defined on the next page), or any affiliates of CBFC.

### **XIV. Limitation of Browns Liability**

Both the Browns and each Chapter acknowledge that the BBW is a network of core groups of Cleveland Browns football fans around the world. The Browns have limited knowledge of and/or control over the local activities of any one Chapter. Accordingly, as more fully described in the Release, Waiver and Indemnity on the next page, the Browns shall not be held responsible for any liability whatsoever related to the planning and/or implementation of Chapter activities, including, but not limited to, any actions or inactions of a Chapter or any of its members or any persons acting on its behalf, including with respect to any monies collected by the Chapter or its officers, and each Chapter agrees to indemnify, defend, and hold the Browns harmless from any such liability. Decisions made by the Browns with respect to the BBW and any Chapter(s) shall be at the Browns' sole discretion. Furthermore, the Browns reserve the right in its sole discretion to withhold or revoke its approval with respect to the BBW and any Chapter(s).



Exhibit A

