

SCARBOROUGH FOOTBALL CLUB, INC

BY-LAWS

ARTICLE I

NAME: The name of the corporation shall be the **SCARBOROUGH FOOTBALL CLUB, INC.** (hereinafter “the Club” or “the Corporation”)

ARTICLE II

PURPOSES AND GOALS: The purpose of the **SCARBOROUGH FOOTBALL CLUB, INC.** is and shall be to offer an opportunity to the youth of Scarborough, Maine to participate safely in an organized football program. The Club’s goal is to provide a learning experience in the skills of football, to promote good sportsmanship and to develop a sense of teamwork among its participants.

ARTICLE III

GOVERNANCE: The affairs, business and activities of the corporation shall be conducted, related and governed by the Board of Directors.

ARTICLE IV

OFFICERS: The officers shall be President, a Vice President, a Treasurer, a Secretary and a Registered Agent, as required by the Maine Secretary of State in Title 13-B of the Maine Revised Status Annotated. An individual may hold more than one office. The registered agent shall have no vote. An individual who is a Registered Agent shall have one vote on corporate matters if that same individual holds another office in the corporation simultaneously.

ELECTION AND TERM: Each of the officers shall be elected by a majority vote of the Board or Directors at the annual meeting of the Board of Directors. The officers shall serve for terms of two years. Any vacancy among the officers may be filled by the Board of Directors at any meeting of the Board. No Officer (President, Vice President, Secretary, or Treasurer) shall serve more than two (2) consecutive terms or four (4) consecutive years in that position.

The **SCARBOROUGH FOOTBALL CLUB, INC.** shall have a financial and accounting review of club records and transactions upon the end of a President and Treasurer terms or when those officers are leaving office. The review shall be performed three to four months prior to those officers leaving their posts.

DUTIES: The Officers of the **SCARBOROUGH FOOTBALL CLUB, INC.** shall have the following roles, responsibilities, and duties as pertaining to the corporation:

President: The President shall preside at all meetings and shall serve as chair of the Board of Directors and he shall be the general manager of the corporation with primary authority and

responsibility for the supervision and control of all business affairs of the Club, including, but not limited to: presiding at all Club Monthly and Executive Committee meetings; appointing committee chairpersons; serving as member of all committees; and other such duties as are incident to the office.

Vice-President: The Vice-President shall be the assistant to the President and shall conduct business as directed by the President. The Vice President shall assume all duties of the President in the absence of the President.

Secretary: The Secretary shall be the chief recording and corresponding officer of the corporation with the primary authority and responsibility for recording and maintaining the official non-financial records of the Club, including, but not limited to: recording and publishing the minutes of all Club and Executive Committee meetings; maintaining a current record of the names, addresses and telephone numbers of all members of the Club; notifying all members of the date, place and time of all membership meetings; maintaining all pertinent correspondence and other duties that may be assigned by the President or the Executive Committee. The Secretary shall make and preserve a record of all proceedings of the Directors and of the meetings of the Corporation. The Secretary shall be in charge of keeping accurate records of all votes taken at meetings, resolutions proposed and passed, and any other recording of any other official action of the Corporation. The Secretary shall be in charge of preparing, providing and sending proper notice of all meetings and any other documents to Members of the Club and the Directors.

Treasurer: The Treasurer shall have the care and management of any financial matters of the Corporation and shall report on the financial status of the Corporation at each meeting of the Board of Directors. The Treasurer shall be the chief financial and accounting officer of the Club with the primary authority and responsibility for the financial affairs of the Club, including, but not limited to:

- Securing and maintaining all monies
- Securities, receipts and disbursements of the Club
- Establishing depository accounts in the name of and on behalf of the Club in such banks, trust companies or other depositories as may be approved by the Executive Committee
- Causing the monies of the Club to be disbursed by check or draft upon proper authorization
- Keeping complete books and records of all financial transactions made on behalf of the Club
- Presenting to the President or the Executive Committee, whenever requested, a statement of the Club's financial condition or a report regarding any financial transaction executed
- Presenting a full, written financial report at the monthly membership meeting; and all other duties as may be assigned by the President or the Executive Committee

The Treasurer shall provide Financial Records quarterly or upon request to the Scarborough School Board of Education, a complete set of Financial Records which include:

- A Balance Sheet clearly showing the Cash Balance
- A copy of the Bank Statement and Bank Reconciliation Statement assuring that the Cash Balance on the Balance Sheet agrees with the Reconciliation Statement
- A Summary Statement of revenues and expenditures
- A Detailed Statement of revenues and expenses

The Financial Records for the most immediate Quarter shall be submitted to the Scarborough Schools Superintendent's Office by the second (2nd) Thursdays in April, July, October, and January.

Two authorized signatures of approval are required on any expenditure of \$1,000 or more.

The Registered Agent shall be domiciliary of the State of Maine and shall perform all services required of this office; the power to sign checks, other negotiable instruments, and sign any other documents obligating the Corporation to a financial obligation, contractual obligation or other legal undertaking. The same power shall apply to the Treasurer. The Board of Directors shall reserve the power to change this procedure and limit the power of the President or Treasurer, if the Board so wishes.

ARTICLE V

DIRECTORS: There shall be no fewer than ten (10) or more than twenty (20) Directors. The Board of Directors shall be elected at the annual meeting of the corporation by a vote of those Members of the Club (as defined herein) who are present at that meeting. Those candidates receiving the greatest number of votes from the Members of the Club shall be elected to fill vacancies on the Board of Directors. The Directors may fill any vacancy that arises prior to the next annual meeting and any person selected to fill such a vacancy shall serve for the duration of the term of Director he or she replaced. In no event shall any board member be paid a salary or any other compensation for services in this capacity. All members of the Board of Directors shall be residents of the State of Maine or be registered to vote in public elections in the State of Maine. The President shall appoint a nominating committee to bring forth a recommendation of candidates for the Board of Directors which shall be subject to a vote by the Club membership at the annual meeting. A Director shall serve a two-year term with no limitations of eligibility of a Director to be re-elected to the Board of Directors. The terms of the Directors shall be staggered in accordance with the schedule of the terms for the Directors serving at the time of the enactment of these Bylaws, as set forth in Schedule A, which is attached hereto and incorporated herein by reference. Directors leaving posts after the Annual Meeting shall stay involved and assist the new Directors in transitioning responsibilities by attending meetings and supporting replacements for two months after the Annual Meeting.

Director's Duties: The following Director positions have been defined and shall have the following duties:

Registration Coordinator: shall be responsible for annually updating the membership form, scheduling and promoting registration dates, overseeing registration and working with the

division coordinators to maintain a current database of club members. The RC will provide a registration report at the October meeting stating the current breakdown of club registrations and the current amount of registration fees collected. The RC will be responsible to acquire copies of the bank records from the Treasurer to be sure the financial records correspond with the registration report.

Youth Program Coordinator: Shall have overall responsibility and authority over the Youth football teams, including players, coaches and parents. Responsibility for establishing and maintaining the program Budget and program records for participants. Attend league meetings, interface with league representatives, and communicate any changes or announcement by the league. Coordinator shall attend and administer Youth Registrations in conjunction with the Registration Coordinator, forecast the number of participants and report to the Board for a vote on the number of teams and rosters. Coordinate and allocate fields to be used for team practices and league games. Procure necessary equipment and medical kits to support teams. Coordinate team pictures and organize end of season banquet. Ensure payment of game referees and tracking of checks used.

Middle School Program Coordinator: Shall have overall responsibility and authority over the SMS football teams, including players, coaches and parents. Responsibility for establishing and maintaining the program Budget. Attend league meetings, interface with league representatives, and communicate any changes or announcement by the league. Coordinator shall attend and administer SMS Registrations in conjunction with the Registration Coordinator, forecast the number of participants and report to the Board for a vote on the number of teams and rosters. Coordinate and allocate fields to be used for team practices and league games. Procure necessary equipment and medical kits to support teams. Coordinate away game transportation. Coordinate team pictures and organize end of season banquet. Ensure payment of game referees and tracking of checks used.

High School Booster Coordinator: Shall act as primary interface and path for communications between the Club and the High School Football team, including coaching staff, Athletic Director, and players. Responsibility for establishing and maintaining the program Budget in support of the SHS program after meeting the SHS on their fund raising needs. Coordinate fund raising efforts, volunteers, and events with Fund Raising Coordinator. Obtain volunteers to work 50/50, team dinners, and other event in support of the SHS football team.

Director of Fund Raising: Shall have overall responsibility and authority in all Fund Raising efforts for all programs. Including development, forming committees, obtaining volunteers, and execution of all events and efforts to raise funds in support of any Club program or activity. Must work in conjunction and with program coordinators in all aspects of fund raising. Ensure proper accounting and practices are followed in the counting of fund raising proceeds, including but not limited to at least two (2) board members to count and verify funds collected, signing required form. Ensuring matching deposits by Club Treasurer after event.

Director of Media & Communications: The marketing and public relations directors responsibilities are to communicate and promote the activities of the Scarborough Football Club and their football related events. This includes the production and distribution of the annual

program, maintenance of the SFC website, the writing and distribution of press releases and supporting the SFC in providing marketing materials for club events.

Director of Coaching: Shall determine the Coaching Skill set required, through communication with the SHS Varsity Head Coach, and the Coordinators of the Youth & Middle School programs, that will facilitate the mission of the Club and the attainment of the Club's goals and objectives. The first coaches to be secured will be the Managing Coach of the Youth Program, followed by the Head Coaches of each Youth Team. It will then be in concert with these individuals that the remaining Youth coaches will be appointed. Each coach must be interviewed by the Director of Coaching and Managing Youth Coach for approval and adherence to the Club's Mission. The Middle School Head Coach will select his staff with pending input from the SHS Varsity Head Coach and approval by the Club's Board of Directors.

Player Agent & Survey Coordinator: This position's primary responsibility is to solicit feedback, support and ideas from the parents and players and to organize and gather an annual post season survey in order to gauge how we are doing as a club and to solicit ideas on how we can improve. This position also is responsible for representing to the board any issues from parents with the program, the coaches, or the coordinators. The Player/ Rep will recruit parent(s) to assist as a liaison between parents and the club to give feedback to the Player/Rep that might normally be missed over the course of the season. The goal is to have someone that is not in charge of their kids on the field to go to if they feel they need to. The annual survey at the end of the season will be made by the Player/Rep and approved by the President. The Player/Rep will then send it to the Program coordinators who will then send it to the parents. The Player/Rep will gather the information and present to it the board before registration in the spring. This will be a useful tool that the board can make improvements on for the upcoming season.

ARTICLE VI

MEMBERS: The Membership of the Club shall consist of 1) all then current members of the Board of Directors; 2) the lawfully recognized parents or guardians of any child then currently enrolled as a participant in any program sponsored or supported by the Club, provided that all financial obligations to the Club relating to the participation of the child have been met; and 3) any person who has paid such fees as may be imposed by the Board of Directors as a condition of membership. Every Member of the Club as defined by this Article shall have one vote in any matter for which a vote of the Membership is permitted. The corporation hereby acknowledges that it has informed the Secretary of State in Augusta, Maine in its Articles of Incorporation filed, that there shall be one class of members.

MEETINGS: The Directors shall hold meetings on the 2nd Monday of the month at such time and place as they may determine, but shall hold an annual meeting to elect officers immediately after the annual meeting of the Corporation. Notice shall be given to all Directors by the secretary at least seven days in advance of any meeting, either in person, in writing or via email. Meetings of the Directors may be called by the President at any time. Notice of any meeting may be waived in writing or by email only a by unanimous vote of the Board of Directors. The number of Directors required for a quorum at any meeting of the Directors shall be Seven (7).

The agenda for each meeting shall be disseminated to each Director not less than seven days in advance of the meeting.

There shall be a two (2) hour time limit on the duration for all monthly Board meetings. No new items added to the agenda or introduced past 8:15 PM.

If any Director has a total of four (4) absentees / missed meetings per year, it shall be considered resignation from their post.

There shall be an annual meeting of the Members of the Corporation on the Fourth Tuesday of February at such time and place the Directors may determine. Special meetings of the Members may be called by the Directors at any time upon the providing of proper notice. Notice of the annual meeting shall be provided at least fourteen (14) days in advance of the meeting, and shall be made by regular mail, electronic mail or by publication in a local news publication of general circulation. Notice may be documented in the corporate minute book by a certificate from the Secretary that the Secretary personally mailed, transmitted or published such notice. The number of duly qualified Members which shall be necessary to constitute a quorum for annual meetings shall be Ten.

ARTICLE VII

FUNDS: All profits, property and proceeds derived from the Corporation and/or sale of Corporation property shall be devoted exclusively to the purposes for which it is organized, and there shall be no distribution of gains, profits or dividends to the Members thereof. No Director, Officer, Employee or Agent of the Corporation shall receive, directly or indirectly, any pecuniary profit from the operation of the Corporation, except for reasonable compensation for services in carrying out the purposes of the Corporation, or as a proper beneficiary of the Corporation's strictly benevolent and charitable purposes. This section in no way limits the ability of a Member of the Club from receiving reimbursement for out of pocket expenses made on behalf of the Corporation's purposes, compensation for accounting, marketing, legal, conversation, or investment services or advice provided to the Corporation at the request of the Corporation. Any Compensation provided in this manner shall be pursuant to a written agreement between the individual providing such services to the Corporation and an Officer having the authority of the Board of Directors to enter into such an agreement on behalf of the Corporation as determined by a majority vote of the Board, and all payments by the Corporation to that individual shall be documented by the Treasurer and Secretary for recording in the corporate minute book.

ARTICLE VIII

BUDGETS: The budget will be approved in a two meeting format. Program coordinators, after consulting with the coaching staffs for the Club's various programs, will forward their budget requests to the President no later than January 20th. The President will present a proposed budget to the Board of Directors at the regularly scheduled February meeting. The Board of Directors will adopt a budget at the regularly scheduled March meeting. The budget shall be available for inspection at a reasonable time and place by any then current Member of the Club upon request

made to the Treasurer. The President is authorized to approve at his or her discretion out-of-budget expenses of less than FIVE HUNDRED DOLLARS prior to Board approval provided that such expenditures are disclosed at the next meeting of the Board of Directors. Expenses beyond this amount require Board approval prior to expenditure being made.

ARTICLE IX

DISSOLUTION: Upon the dissolution or abandonment of this Corporation, its assets remaining after payment of or provision for all debts and liabilities of this Corporation, shall be donated either to a government agency or to such corporation or corporations, fund or funds, or foundation or foundations having similar objectives and purposes as this Corporation. The Directors of the Club may designate an individual or corporation, foundation or other entity for receipt of any assets of the Club provided that none of these assets shall be donated to any organization other than the one organized and operating exclusively for charitable or non-economic purposes, pursuant of Internal Revenue Service regulations and pursuant to Title 13-B of the Maine Revised Statutes Annotated.

ARTICLE X

GENERAL

SEAL: The Corporation shall not have a seal, since no seal is required by Maine law.

ACTIVITIES LIMITATION: The Corporation shall not engage in carrying on propaganda, or otherwise advocate or oppose pending or proposed legislation, nor will it participate or intervene on any political campaign on behalf of or in opposition to any candidate for public office in any manner whatsoever. This limitation in no way restricts the individual First Amendment rights of any individual Member, Officer, or Director of the Club. The limitation is designed to affect the Corporation, and to protect individuals from making such representation or actions on behalf of the Corporation in an impermissible fashion.

RESIGNATIONS: Any Officer or Director may resign at any time by filing his or her written resignation with the Secretary of the Corporation. The Secretary shall record this resignation in the corporate minute book and notify the President of the resignation so that a meeting may be called and an election held to replace that Officer or Director. Officers and Directors shall otherwise hold office until re-elected.

FISCAL: The fiscal year of the Corporation shall run from March 1 to February 28. Nothing in these By-Laws shall prevent Officers and Directors from lending funds the Corporation, nor shall anything in these By-Laws prohibit repayment to those individuals of the same amount legally allowable interest on those amounts being paid by the Corporation.

TRANSACTIONS: The Corporation shall have all power and authority allowed under Maine law to conduct any reasonable transaction to further the purposes and goals of the **SCARBOROUGH FOOTBALL CLUB, INC.** The Board of Directors shall retain all powers

allowed under Maine corporate law to limit transactions that may be taken by any Officer of the corporation.

SEVERABILITY: It is the wish of the **SCARBOROUGH FOOTBALL CLUB, INC.** that, should any provision of these By-Laws be held invalid by any court or state agency, that the invalid provision be severed from the remaining contents of the By-laws and that the remaining contents be upheld as valid.

SCARBOROUGH SCHOOL BOARD: The **SCARBOROUGH FOOTBALL CLUB, INC.** shall adhere to all related policies of the Scarborough Board of Education, most notably Policy KLA – Relations with Booster Groups. Where Board policy and these By-Laws may conflict, Board policy will be applied.

AMENDMENTS: These By-Laws may be amended or repealed by vote of two-thirds (2/3) of the serving Directors at any meeting of the Board of Directors, provided proper notice of any meeting at which such matters will be considered is given to all interested parties as provided herein with sufficient details about the proposed amendment to allow it to be considered at that meeting. Any proposed amendment of this nature shall be drafted on a separate document and attached to any notice given of any meeting.

Ratified by Vote of the Board of Directors this 26th day of February, 2008.

By: Doreen Woodbury, Secretary