**SOUTH BEACH YOUTH FOOTBALL &**

**CHEERLEADING ASSOCIATION**

**BYLAWS**

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**BYLAWS OF**

**SOUTH BEACH YOUTH FOOTBALL & CHEERLEADING ASSOCIATION, INC.**

**ARTICLE 1**

**OFFICES**

**Section 1. Principal Place of Business**

The principal place of business of the corporation is located in the south Brevard County, Florida beach communities of Indialantic, Indian Harbour Beach, Melbourne, Melbourne Beach, Satellite Beach and Patrick Air Force Base.

**ARTICLE 2**

**NONPROFIT PURPOSES**

**Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be to aid and stimulate members in carrying out necessary activities required to establish and maintain a program to provide the youth of the south Brevard County beach communities, the opportunity to participate in the game of American Football, Cheerleading, and associated activities prior to High School. The essence of this Program is instructional while competing with other like organizations such as other members of the Brevard County Youth Football and Cheerleading Association. The game of Football, Cheerleading and associated activities require both physical and mental discipline. It is the purpose of this Corporation to encourage and foster the development of youth in the community through participation in athletics as they mature to promote their overall physical and mental well-being. The function and objective of the Corporation is to promote and provide a positive environment, which fosters learning, team work, respect for others and the self­esteem/image of youth.

**ARTICLE 3**

**EXECUTIVE BOARD OF DIRECTORS**

**Section 1. Executive Board Members**

The Executive Board of Directors shall consist of all Executive Board officers of the corporation and the immediate past President who shall be an executive Board member. In the first year of existence, the President shall act as the chairman of all Board meetings. The Satellite Beach High School Head Football Coach and the Recreation Director of the city sanctioning the corporation shall (if they so desire) be advisory non-voting ex-officio members of Executive Board.

**Section 2. Number**

The corporation shall have 14 directors and collectively they shall be known as the Executive Board of Directors. The Executive Board shall consist of the following: President, Vice President, Secretary, Treasurer, Cheerleader Director, Fundraiser Director, Player Agent (Tackle Coordinator), Flag Coordinator, Equipment Manager, Facilities Coordinator, Concession Stand Coordinator, Coach Coordinator, Registration Coordinator, and Web/Social Media Coordinator.

**Section 3. Qualifications**

Directors shall be of the age of majority in this state. They shall be competent and able to carry out the duties of their position as outlined in "Exhibit A".

**Section 4. Powers**

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Board of Directors. This includes expenditure of funds within the General membership approved Budgets and any other activities needed to conduct the day-to-day affairs of the corporation. In discharging their duties, the Executive Board Members will act consistent with the Articles of Incorporation, Bylaws of this Corporation, and the policy set forth by the Executive Board relating to their area of responsibility. No Officer or Executive Board Member who represents the South Beach Youth Football & Cheerleading Association before any associated Athletic Board, Governmental entity or other Association shall be permitted to take action to boycott or otherwise limit the participation of the South Beach Youth Football & Cheerleading Association without prior approval by the Executive Board of Directors.

**Section 5. Duties**

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually bylaw, by the articles of incorporation, or by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties of all officers, agents, and employees of the Corporation;
3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these bylaws;
5. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Specific duties for each director's position are presented as "Exhibit A".

**Section 6. Term of Office**

Each director shall hold office for a period of 2 years and until his or her successor is elected and qualifies. The 2009 term of the Executive Board Members shall be from the date of elections through 31 December 2009. The subsequent terms of the Executive Board Members shall be two years starting January 1 through December 31 of the following year. In order to stagger the election of board members the following directors elected in 2012 will serve only one year and will leave the position on December 31, 2013: President, Treasurer, Fundraising Coordinator, Equipment Coordinator, and Concession Stand Coordinator.

**Section 7. Compensation**

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 14 of these bylaws.

**Section 8. Place of Meetings**

Meetings shall be held at such place as may be designated from time to time by resolution of the Executive Board of Directors.

**Section 9. Regular Meetings**

Regular meetings of Executive directors shall be held on the first Monday of each month, prior to any regular meeting of the corporation and/or at such time deemed necessary by the President.

**Section 10. Special Meetings**

Special meetings of the Executive Board of Directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the place designated by the person or persons calling the special meeting.

**Section 11. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

1. *Regular Meetings*. No notice need be given of any regular meeting of the Executive Board of Directors.
2. *Special Meetings*. At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
3. *Waiver of Notice*. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 12. Quorum for Meetings**

A quorum shall consist of seven (7) of the members of the Executive Board of Directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

**Section 13. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Executive Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

**Section 14. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice-president of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

**Section 15. Vacancies**

Vacancies on the Executive Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

**Section 16. Non-liability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 17. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

**Section 18. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law. Details are in Article 7.

**ARTICLE 4**

**OFFICER DUTIES**

**Section l. Designation of Officers**

The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

**Section 2. Qualifications**

Any person may serve as officer of this corporation.

**Section 3. Election of Officers**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

**Section 4. Interim Election of Officers**

If an officer's position is vacated during a regular term, the President (or the Vice-President) shall within 30 days of such vacancy call a special membership meeting for the purpose of nominating a replacement for the balance of the vacated officer’s term. In the event that the office of President is vacated, the Vice President may elect to assume the office of President and hold Interim Elections for the Vice-President office or remain in the Vice-President office and hold Interim Elections for the office of President. Interim Elections shall be held within 2 weeks after the special membership meeting for nomination.

**Section 5. Interim Appointment of Officers**

The President may appoint a member of the Corporation to assume the duties of an officer's position, which has been vacated until interim elections can be held. In the event that the office of President is vacated the Vice-President shall perform all the duties of the President until interim elections can be held.

**Section 6.Term of Officers**

The 2009 term of the Officers shall be from the date of elections through December 31, 2009. The subsequent terms of the Officers shall be two years starting January I through December 31 of the following year. In order to stagger the election of board members the following directors elected in 2012 will serve only one year and will leave the position on December 31, 2013: President, Treasurer, Fundraising Coordinator, Equipment Coordinator, and Concession Stand Coordinator.

**Section 7. Removal of Officers**

An officer of this Corporation may be removed from office by a three-fourths vote of the directors present at any duly called Executive Board of Directors meeting, or by a majority vote of the members present at any duly called Regular or Special General membership meeting provided that such meeting shall find that the officer’s actions are or have been prejudicial to the best interest of this Corporation and provided further that at such meeting the officer in question shall have been given an opportunity upon written notice of at least 14 days prior, to show cause, if such there be, why the officer should not be removed.

**Section 8. Appeal of Executive Board Decisions to Remove from Office**

An Officer removed from office by an Executive Board's decision may appeal the decision to the general membership at the next regular schedule meeting. To reverse an Executive Board's decision a majority vote of the general membership attending is required.

**Section 9. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president untiI such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

**Section 10. Duties of President**

The President shall preside at all general meetings of the Corporation; shall appoint special committees as is deemed necessary and advisable and shall perform all other duties and exercise such other powers as are provided for in the Articles of Incorporation and the Bylaws of this Corporation. Other duties of the President are as follows:

1. Attend and represent the Corporation at related Athletic Associations and other community meetings.
2. Prepare with the Secretary Corporation meeting agendas (Executive Board & General Membership Meetings).
3. Assist other officers in carrying out their respective duties as needed.
4. Acts as chair of the Bylaws Committee.
5. Assure that the Corporation strategic goals and objective are clearly documented and set forth in the Corporation’s Annual Operating Plan.
6. Be designated as Agent of the Corporation pursuant to Chapter 48.091, Florida Statutes and shall accept service of process within the State.
7. In the event of any inability of the President to serve, the Vice-President shall serve as acting President until such time as the President can resume his/her duties.

**Section 11. Duties of Vice-President**

The Vice-President shall be responsible for performing all the duties of the President in the President’s absence or inability to serve. In addition, the Vice- President shall perform the following duties:

1. Attend and represent the Corporation at related Athletic Associations and other community meetings in the event of any inability of the president to attend.
2. Serve as chairman of special committees as the president may direct.
3. Coordinate community relations and newspaper/radio announcements.
4. Assist other officers in carrying out their respective duties.
5. Plan and coordinate award presentations and gatherings.
6. Coordinate Team/Squad Pictures.
7. Schedule and pay home game referees.
8. Maintain a weekly newsletter during the season and a monthly newsletter during the off-season for members, parents and players.
9. Act as Sergeant of Arms/Parliamentarian at all Corporation meetings.
10. Member of Bylaws Committee.
11. Formulate and document inputs to the Annual Operating Plan regarding referees, awards, pictures, community relations, newspaper/radio announcements and newsletter.
12. Overall coordination formulation and implementation of the Annual Operating Plan.

**Section 12. Duties of Secretary**

The Secretary shall be responsible to take care of correspondence and prepare minutes of the Corporations meetings. General duties of the Secretary are as follows:

1. Keep careful and authentic records of the proceedings of the Corporation.
2. Prepare minutes of Corporation meetings and read them at the following meeting. Make all additions and/or corrections to the minutes and assure placement on the Corporations web site within 3 days thereafter.
3. Record votes taken at the Corporations meetings.
4. Authenticate by signature approved minutes and assure placement on the Corporations web site within 3 days thereafter.
5. Have available at each meeting:
6. The minutes of previous 6 months of meetings.
7. List of committees.
8. Copy of the current year's plan of operating.
9. Copy of the Corporations Articles of incorporation, bylaws, and the bylaws of the related Athletic Association.
10. Assist the President in preparing the meeting agenda and assure placement on the Corporations web site at least 7 days prior to each meeting.
11. Mailing out flyers, notices, meeting agendas and minutes to the general membership.
12. Provide current membership roster to the membership and maintain membership.
13. Applications presented in Exhibit "B".
14. Maintain copies of Player and Cheerleader team rosters and registration applications.
15. Maintain the Corporations calendar of events and assure placement on the Corporations web site.
16. Maintain meeting sign in and attendance records.
17. Establish and maintain a phone tree for quick notification of the membership.
18. Maintain a file copy and log of all Corporation correspondence.
19. Maintaining the by-laws.
20. Maintaining case histories showing recipients of yearly scholarships, including names and addresses.
21. Assure that each Board Member has a current director’s guide.
22. Formulate and document inputs to the Annual Operating Plan regarding the above duties.

**Section 13. Duties of Treasurer**

The Treasurer shall be responsible for collection of all accounts receivable and fees, and the payment of all indebtedness; this includes the following:

1. Reconciling the Corporation's bank statement each month.
2. Verifying and signing checks (see Bylaw Article 5, Section I0, for required number of signatures)
3. Verify each bill received.
4. Reporting Corporation's financial status at each meeting.
5. Formulate annual budget with other officers for vote of Corporation.
6. Collect fees due and sponsor donations.
7. Make arrangements to maintain and complete all required IRS and State documents and records.
8. The Treasurer shall be an ex-officio member of the Financial Committee.
9. Coordinate with other board members and document inputs to the Annual Operating Plan, which will include the annual budget.

**Section 14. Compensation**

Officers shall serve without compensation except that a reasonable fee may be paid to Officers, as Executive Board Members for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Officers shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 14 of these bylaws.

**ARTICLE 5**

**FINANCE AND BUDGET**

**Section 1. Member Dues**

Members of the Corporation shall pay non-refundable annual membership dues of $5 per year. All membership dues must be paid by check and immediately provided to the Treasurer upon receipt of payment. A receipt shall be provided at the point where the fee check is received or in a reasonable time thereafter. Payment of a player and/or Cheerleader fee shall constitute payment of the above annual membership dues for one Parent/Guardian per player/Cheerleader registered and paid for.

**Section 2. Player/Cheerleader Fees**

The Executive Board of Directors shall establish a player fee schedule as part of the Corporation's Annual Operating Plan and annual budget. This schedule will include consideration of Player/Cheerleader fees for individual players/Cheerleaders, early registration, and families with more than one player, scholarships and incremental payment. All player and Cheerleader fees must be paid by check and immediately provided to the Treasurer upon receipt of payment. A receipt shall be provided at the point where the payment is received or in a reasonable time thereafter.

**Section 3. Scholarships**

The Executive Board of Director shall establish the number of scholarships, which may be given to needy players or cheerleaders based on the Annual Operating Plan budget requirements of the Corporation. To qualify for a scholarship, a player/Cheerleader parent or guardian must complete a scholarship request form certifying financial need to the Executive Board for approval. The Board has the option of granting a full scholarship or may grant a reduced player fee payment and/or extended payment schedule.

**Section 4.Fee Refunds**

The Executive Board of Directors shall establish a player/Cheerleader fee refund schedule and policy for each year as part of the Corporation's Annual Operating Plan budget. The following player/Cheerleader fee refund schedule shall apply unless specifically modified by the AOP.

* 100% Refund Prior to Issuance of Equipment
* 50% Refund After Issuance of Equipment
* No refund will be given after the 1st of August
* Refunds may be provided at any time on a case-by-case basis for compelling circumstances by a majority vote of the Board of Directors.

**Section 5. Fundraisers, Sponsorship, Donations, and Concession Stand Revenue**

All Fundraising/Sponsorship/concession stand and other activities shall be planned and require forecasted expenses included as part of the Corporation's Annual Operating Plan budget. All revenues from Fundraising/Sponsorship/ concession stand and other activities shall be accounted for by the officer or individual member responsible for the activity and immediately provided to the Treasurer upon receipt. A receipt shall be provided at the point where Sponsor donation funds are received or in a reasonable time thereafter.

**Section 6. Annual Operating Plan (AOP)**

The Executive Board of Directors shall formulate or assist the newly elected officers in the formulation of the Corporation, Annual Operating Plan (AOP). Within 30 days after the election of officers or no later than the end of each fiscal year, a proposed Corporation AOP shall be made available to all members. The AOP shall include but is not limited to the following information:

1. Officer List
2. Mission Statement
3. Long Term Goals
4. Specific Short term goals
5. Event Calendar
6. Responsibility list
7. Annual Budget detailing next year's expenses and needed revenues including, needed fundraising activities, player fees and donations required to operate the Corporation for the next fiscal year with a planned forecast of future needs (e.g. Fields, Equipment etc...) for the next 5 years.

The proposed Corporation’s AOP will be made available to all members of the Corporation 30 days prior to a general membership meeting confirmation vote. The Corporation’s AOP will be approved by a majority vote of the Executive Board of Directors subject to a majority confirmation vote of the general membership.

**Section 7. Fiscal Year**

The fiscal year of this Corporation shall be the same as the calendar year.

**Section 8. Financial Committee**

A Financial committee shall be established to maintain the continuity of the fiscal policy of the Corporation. The President shall appoint the Financial Committee, and the Treasurer shall be an ex-officio member and chair of the committee.

**Section 9. Delinquent Accounts Receivable**

The Treasurer shall identify and track all delinquent accounts receivable and report status to the Executive Board. Due notice shall be provided to the delinquent party. If payment remains unpaid, the Corporation shall take any and all actions necessary to collect the outstanding debt, including suspension of membership in the Corporation, suspension of participation and/or other action afforded by these Bylaws and the laws of the State of Florida.

**Section 10. Expenditure of Funds**

The Corporation shall have three Officers who are authorized to Sign Corporation checks (from the operating fund). These are the President, the Treasurer, and one other (which will be designated by the Executive Board). All checks shall be signed by at least two of the three authorized officers. The Treasurer shall be one who signs all checks. The Treasurer and the President shall be the only ones to sign checks over $100.00. All expenditures shall be in accordance with the general membership approved AOP and are subject to Article 5, Section 14 of the Bylaws and State and Federal laws and regulations Governing a 501C(3) Corporation.

**Section 11. Reserve Fund**

The Corporation shall establish a Reserve (Contingency) Fund. The purpose of the Fund shall make adequate provisions for future emergencies arising as a result of operation of the corporation. This Fund shall commence at the end of the first fiscal year of the Corporation with a transfer of Five Hundred Dollars ($500.00) or half of the remaining funds available at the end of that year, whichever is less, from the General Fund. Annually, there shall be a transfer to the Reserve Fund of Five Hundred Dollars ($500.00) or half of the remaining funds available at the end of that year, whichever is less, from the General Fund. This transfer of Funds shall cease at such time as the Reserve Fund reaches the amount of Ten Thousand Dollars ($10,000.00). The administration, supervision and management of the Reserve Fund shall be vested in the hands of the Executive Board of Directors. All Reserve Funds shall be invested in Government Securities, federal banks, savings institutions which are members of F.S.L.l.C. (Federal Savings & Loan Insurance Corporation), stocks of at least class "A" rating, or bonds of at least class "AA" rating. All income from the operation of the Reserve Fund shall remain in the Reserve Fund until such time as the fund shall reach the amount of Ten Thousand Dollars ($10,000). After such amount of Ten Thousand Dollars ($10,000) has been accumulated in the fund, the annual income from the fund shall revert to the General Fund. Disbursement or disposal of any or all of the funds shall be subject to the vote of the General membership in accordance with the applicable State and Federal laws and the Articles of Incorporation governing this Corporation. Status of the Reserve Fund shall be reported in the Corporations Quarterly Financial Report to the General membership.

**Section 12. Quarterly Financial Report**

The Treasurer shall render Quarterly accounts of the financial condition of the Corporation consisting of a balance sheet and statement of revenues and expense at the general membership meeting held at the end of each Quarter.

**Section 13. Annual Financial Report**

The annual Financial Report shall contain and be in the same form as the Quarterly Financial reports. Said report will be posted on the South Beach Youth Football & Cheerleading Association website or mailed to all members of the Corporation.

**Section 14. Accounting Procedure**

The Treasurer shall maintain a general ledger and books under an accrual method of accounting. All funds received by the Corporation shall be placed in an account designated "General Account" or "General Fund" (savings account or equivalent) to be maintained by the Corporation in its designated depository. Only transfers from the general to the operating or reserve funds shall be permitted.

A checking account designated "Operating Account" or Operating Fund" shall be maintained as the Corporation's designated payment account. Funds shall be transferred from the General Account to the Operating Account in such amounts necessary for the operation of the Corporation for the following months as requested by the President and approved by the Treasurer.

**Section 15. Restriction of Funds**

No funds shall be expended for purposes other than for purposes identified in the Corporation’s Annual member approved AOP, without a majority vote of the Executive Board of Directors amending the current AOP.

**Section 16. Loans/Credit Purchases**

The Corporation shall not apply for or obtain loans from private or commercial sources unless the loan is approved by a 2/3-majority vote of both the Executive Board of Directors and approved by a majority vote of the General membership.

The Corporation shall not purchase or acquire Equipment, materials and/or services on credit from private or commercial sources unless the purchase or acquisition on credit from private or commercial sources is approved by a 2/3 majority vote of both the Executive Board of Directors and approved by a majority vote of the General membership.

**Section 17. Equipment Purchases and Other Services Purchases**

All purchases of Equipment and Other Services shall be purchased in accordance with the Corporations approved AOP. The need for new equipment will be planned each year for the next 5 seasons based on the condition of existing equipment and forecasted number of future players. The Treasurer, based on the approved AOP budget, shall solicit a minimum of three sources to buy new equipment or for other services. The purchase will be made from the source providing the best value to the Corporation for the specific equipment or service needed.

**Section 18. Arm’s Length and Discounted Transactions**

Any purchases of goods, services or assets and/or sales shall be at arm's-length, meaning the non-profit will pay no more and/or sell at no less than the commercially competitive, fair market value price for goods, services or assets. The corporation may accept, as one of the three solicitations described in Section 17, a plan to buy goods, services or assets at a discount from a director, officer, member or contractor, if it is better than an arm’s length deal from the perspective of the non-profit.

**Section 19. Retention of Records**

All financial records and financial report s of this Corporation shall be retained for a period of not less than ten (10) years.

**ARTICLE 6**

**FUNDRAISERS**

**Section 1. Planning of Fundraisers**

No fundraisers shall be held by the Corporation without the prior approval of the Executive Board. A fundraising plan shall be provided to the Executive Board detailing anticipated fundraising expenses, manpower requirements, schedule of actions needed and anticipated revenues.

**Section 2. Approval of Fundraisers**

Approval of the fundraising plan requires a majority vote of the Executive Board. If passed by the Executive Board, the Board will promptly either include the planned fundraising activity as part of the corporation’s proposed AOP budget or propose an amendment to the existing current Corporation's AOP budget.

**ARTICLE 7**

**INSURANCE**

**Section 1. Responsibility**

The Treasurer as part of the Corporation’s AOP Budget shall solicit quotes from at least three insurance companies for insurance as needed to protect the Corporation, its members, participants and equipment as identified in Bylaw Article 7, Section 2.

**Section 2. Coverage**

The Corporation shall purchase and maintain insurance coverage for the following:

* Liability
* Medical
* Equipment

**ARTICLE 8**

**COACHING ASSIGNMENTS**

**Section 1. Criteria**

Head Coaches of individual teams/squads shall be selected on the basis of their knowledge of the game of football/cheerleading, organization and teaching ability. Head Coaches will identify assistant Coaches. Each team/squad will only have one Head Coach. A background check of all Coaching candidates, both Head Coaches and Assistants will be conducted prior to selection as specified in Article 8, Section 2 of the Bylaws herein, to identify any history of crimes against children, violent acts or other similar history. The existence of a history of crimes against children or other similar criminal history shall disqualify a candidate. A recent conviction of a violent crime, or other similar criminal acts, shall disqualify a candidate. If a candidate has a recent arrest or criminal complaint of violent acts, then the candidate's application shall be delayed until adjudication. For the purpose of this bylaw, recent history shall be acts occurring within seven (7) years of application. In the event that the criminal history of violent acts, or other similar criminal history occurred more than seven (7) years prior to the application, then the Coach Coordinator or Cheerleader Director shall review the history with the applicant, and make a recommendation to the Board. If the Coach Coordinator or Cheerleader Director recommends that the Candidate should coach, then the Coach Coordinator or Cheerleader Director shall submit the recommendation to the Board for vote. The candidate must be approved by a 2/3 majority vote of the Board to be selected as Coach.

**Section 2. Selection**

The Coach Coordinator for football teams and the Cheerleader Coordinator for Cheerleading squads shall solicit Head Coaching positions. The Executive Board shall approve all Head Coaching positions. Individual team Head Coaches shall recruit and identify all Assistant Coaches. All Coaches shall sign a coaching contract and are subject to background checks.

**Section 3. Duties**

Team/squad Head Coaches are responsible for the organizing, planning and management of all activities associated with his/her individual team/squad activities in accordance with these Bylaws and the Bylaws of the related Athletic Association. General duties of the Head Coach are as follows:

1. Recruit assistant coaches;
2. Solicit and/or recruit a Team Parent from team/squad Parents/Guardians and provide name to the coach coordinator for football and the Cheerleader Coordinator for Cheerleading squads;
3. Plan and produce a practice schedule coordinated with the field coordinator for field availability;
4. Coordinate with equipment manager the issuance and return of equipment;
5. Coordinate with the player agent/Cheerleader Coordinator for the assignment of players/Cheerleaders to teams/squads, ID cards and official team/squad roosters;
6. Coordinate with the Treasurer for the collection of outstanding fees;
7. Coordinate with Team/squad Parent for the volunteer duties of Parents/Guardians with the field coordinator, and concession stand coordinator;
8. Complete and provide injury reports to the Secretary for processing of insurance claims;
9. Maintain and account for all individual team/squad equipment such as footballs, repair kit and medical kit;
10. Provide a weekly write-up to the Vice-President for publication in the corporation's newsletter or for posting on the South Beach Youth Football & Cheerleading Association website;
11. Coordinate individual team fundraising activities as needed.

**Section 4. Coach's Code of Conduct**

The Executive Board shall establish a code of conduct, which each Coach, head or assistant, is responsible to uphold and abide by. Fai lure to comply with this code shall be grounds for fines, suspension or removal from coaching activities.

**ARTICLE 9**

**PLAYER/CHEERLEADER QUALIFICATIONS,**

**ASSIGNMENTS, AND CONDUCT**

**Section 1. Player/Cheerleader Qualifications**

To qualify for team participation, a player/cheerleader shall:

1. Be in good physical health;
2. Be within the team/squad age and/or weight requirements specified in the related Athletic Association Bylaw;
3. Have paid or made arrangements to pay fees;
4. Have provided a picture for player ID card, Birth Certificate and medical release form;
5. Have signed along with their Parents/Guardian a Player Agreement form.

**Section 2. Player/Cheerleader Team Assignments**

Players shall be assigned to individual teams as determined by the player agent in accordance with the team age and weight requirements specified in the related Athletic Association bylaws and team assignment guidelines established by the Executive Board. Cheerleaders shall be assigned to individual squads as determined by the Cheerleader Coordinator in accordance with the age requirements specified in the related Athletic Association bylaws and squad assignment guidelines established by the Executive Board.

**Section 3. Player/Cheerleader Code of Conduct**

The Executive Board shall establish a code(s) of conduct, which each Player/Cheerleader is responsible to uphold and abide by. Failure to comply with this code shall be grounds for suspension or removal from team/squad activities.

**ARTICLE 10**

**ASSOCIATION WITH OTHER ORGANIZATIONS**

**Section 1. Other Organizations**

The Corporation may be a member of any other Non-Profit organization in accordance with the Corporation’s Articles of Incorporation and the member approved AOP. The Corporation may participate and be a member of any related Athletic Association. As a member, the Corporation shall pay dues and participate in league play as described in the bylaws of the related Athletic Association.

**ARTICLE 11**

**PARENT/GUARDIAN RESPONSIBILITIES**

**Section 1. Home Game Duties**

One Parent/Guardian from players/cheerleaders family shall perform at least one of following duties during at least one of the home games:

1. Work in the Concession Stand for Set-up, during games, and Close
2. Run the game clock/scoreboard
3. Work on the chain gang crew
4. Announce the game
5. Help set-up the game field prior to the first game
6. Help tear-down the field after the last game of the day

**Section 2. Waiver of Duties**

The Parent/Guardian home game duties may be waived by paying $10 to the Corporation in advance. The corporation shall hire a replacement to perform duties identified in Article 11, Section 1 of the Bylaws. Parents/Guardians acting as a team coach, team doctor, statistician, video camera man, water duty or Team Parent are not required to perform other duties or pay the $10 waiver fee.

**Section 3. Player Practices**

Parents/Guardians are responsible for assuring that their children who are players or cheerleaders on a team/squad are to practice on time and are promptly picked up after practice.

**Section 4. Player Equipment**

Parents/Guardians are responsible for Corporation equipment issued to their child. If the Corporation's equipment is not returned, or returned in poor condition, the player’s/cheerleader’s parents/guardians will be billed for the replacement value of the equipment not returned.

**Section 5. Parent/Guardian Code of Conduct**

The Executive Board shall establish a code of conduct, which each Parent/Guardian is responsible to uphold and abide by. Failure to comply with this code shall be grounds for suspension or dismissal from team activities.

**Section 6. Team/Squad Parent**

Each individual team/squad will solicit a Team Parent from parents/guardians of the players/cheerleaders on each team/squad to assist the Head Coach coordinate Parent/Guardian duties. Team/squad Parent responsibilities include administrative activities (such as establishing a telephone tree, rides to games, parent communication, award dinners, etc.), and other functions, which will enhance the overall team/squad operation.

**ARTICLE 12**

**CORPORATE RECORDS, REPORTS, AND SEAL**

**Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office:

1. Minutes of all meetings of directors, committees of the board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct book s and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
3. A record of its members indicating their names and addresses and the termination date of any membership;
4. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

**Section 2. Corporate Seal**

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**Section 3. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

**Section 4. Members' Inspection Rights**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
2. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a Iist of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the Iist has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
3. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.
4. Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

**Section 5. Right to Copy and Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

**Section 6. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

**ARTICLE 13**

**IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

**Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation , contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**Section 3. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE 14**

**CONFLICT OF INTEREST AND**

**COMPENSATION APPROVAL POLICIES**

**Section 1. Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2. Definitions**

*Interested Person*. Any director, principal officer, member of a committee with governing board delegated power s, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

*Financial Interest*. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement ;
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement;
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Section 3. Conflict of Interest Avoidance Procedures**

*Duty to Disclose*. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

*Determining Whether a Conflict of Interest Exists****.*** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

*Procedures for Addressing the Conflict of Interest*. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

*Violations of the Conflicts of Interest Policy*. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation Approval Policies**

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively , is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement , in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

1. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
2. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person "(as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
3. is not the person who is the subject of the compensation arrangement, or a family member of such person;
4. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
5. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
6. has no material financial interest affected by the compensation arrangement; and
7. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
8. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
9. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
10. the availability of similar services in the geographic area of this organization;
11. current compensation surveys compiled by independent firms;
12. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than $1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

1. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
2. the terms of the compensation arrangement and the date it was approved;
3. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
4. the comparability data obtained and relied upon and how the data was obtained;
5. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
6. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
7. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement , and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did , leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
8. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final act ions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

**Section 6. Annual Statements**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. That he/she has received a copy of the conflicts of interest policy;
2. has read and understands the policy;
3. has agreed to comply with the policy; and
4. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7. Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining;
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payment s for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

**Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE 15**

**AMENDMENT OF BYLAWS**

**Section 1. Changes/Amendments to the Bylaws**

These Bylaws may be amended/changed/rescinded by a majority vote of the membership of the corporation. Notice of proposed Bylaw amendments/ changes/rescinding, including the subject or general purpose thereof, shall be made available by the Secretary to each member of the Corporation at least 21 days prior to consideration thereof. All such amendments/changes/rescinding shall comply with the articles of incorporation of this Corporation, and the Statutes and regulations of the State of Florida and the Federal Government regarding non-profit corporations.

**Section 2. Bylaw Committee**

The President, Vice-President, and Secretary shall act as the standing Bylaw committee to continually review the Bylaws for applicability and make recommendations for amendments/changes/rescinding to the general membership for approval.

**ARTICLE 16**

**CONSTRUCTION AND TERMS**

**Section 1. Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and port ions of these bylaws shall be unaffected by such holding. All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**MEMBERSHIP PROVISIONS OF THE BYLAWS OF**

**SOUTH BEACH YOUTH FOOTBALL & CHEERLEADING ASSOCIATION, INC.**

**ARTICLE 17**

**MEMBERS**

**Section 1. Member Dues**

Members of the Corporation shall pay non-refundable annual membership dues of $5 per year. All membership dues must be paid by check and immediately provided to the Treasurer upon receipt of payment. A receipt shall be provided at the point where the fee check is received or in a reasonable time thereafter. Payment of a player and/or Cheerleader fee shall constitute payment of the above annual membership dues for one Parent/Guardian per player/Cheerleader registered and paid for.

**Section 2. Determination and Rights of Members**

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

**Section 3. Qualifications of Members**

Any person over the age of 18 years desiring to participate in and contribute to the purpose of the Corporation is qualified to be a member of the Corporation or herein also referred to as "member" or "general member".

**Section 4. Admission of Members**

The manner of admission of any candidate member shall be upon submission of a completed and signed membership application.

**Section 5. Members in Good Standing**

Any individual member in good standing with this Corporation is one who has paid dues as prescribed in these Bylaws.

**Section 6. Number of Members**

There is no limit on the number of members the corporation may admit.

**Section 7. Membership Book**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept by the Secretary of the corporation.

**Section 8. Non-liability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

**Section 9. Non-transferability of Memberships**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

**Section 10. Termination of Membership**

Membership in this Corporation may be terminated by a two thirds (2/3) vote of the directors present at any duly called Executive Board of Directors meeting, provided that such meeting shall find that the member's actions are or have been prejudicial to the best interest of this Corporation and provided further that at such meeting the member in question shall have been given an opportunity upon written notice of at least 14 days, to show cause, if such there be, why the membership should not be terminated.

**Section 11. Appeal of Executive Board Membership Decisions**

All terminated memberships decisions are subject to a vote of the general membership at the next regular schedule meeting. To reverse an Executive Board's decision a three fourths (3/4) majority vote of the general membership is required.

**ARTICLE 18 MEETINGS OF MEMBERS**

**Section 1. Place of Meetings**

Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the board of directors.

**Section 2. Regular (General Membership) Meetings**

There shall be regular meetings of the general membership the third Monday (or other time agreed to by the general membership) of each month. The time and location shall be designated and agenda set by the Board of Directors at least 10 days in advance, with a 7 day advance notice to all members in good standing.

**Section 3. Special (General Membership) Meetings**

Special general membership meetings may be called by the President as needed, with timely notification of the total general membership. Timely notification shall include meeting agenda, place and time.

**Section 4. Quorum for Meetings**

Twenty (20) general members in good standing attending a duly called Regular or Special meeting shall constitute a Quorum. No meeting shall be held without a Quorum membership participation/attendance. A duly called meeting is a meeting that the Board of Directors has given notice to the general membership including but not limited to the place, time and agenda.

**Section 5. Majority Action as Membership Action**

Every act or decision done or mad e by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

**Section 6. Voting Rights**

A member in good standing has the right to vote. General membership voting will occur at regular or special general membership meetings including membership absentee votes for the officers in accordance with Article 4, Sections 3 & 4 and/or changes to bylaws in accordance with Article 15, Section I and/or the Annual Operating Plan in accordance with Article 5, Section 6 of the Bylaws.

**Section 7. Parliamentary Procedure**

ROBERT'S RULES OF ORDER shall govern all deliberations of the Corporation, unless otherwise specified in these Bylaws.

\*Bylaws last amended November 15, 2013

**“EXHIBIT A”**

**TO THE BYLAWS OF**

**SOUTH BEACH YOUTH FOOTBALL & CHEERLEADING ASSOCIATION, INC.**

**DUTIES OF EXECUTIVE BOARD MEMBERS**

**PRESIDENT**

The President shall preside at all general meetings of the Corporation; shall appoint special committees as is deemed necessary and advisable and shall perform all other duties and exercise such other powers as are provided for in the Articles of Incorporation and the Bylaws of this Corporation. Other duties of the President are as follows:

1. Attend and represent the Corporation at related Athletic Associations and other community meetings;
2. Prepare with the Secretary Corporation meeting agendas (Executive Board & General Membership Meetings);
3. Assist other officers in carrying out their respective duties as needed.
4. Acts as chair of the Bylaws Committee;
5. Assure that the Corporation strategic goals and objective are clearly documented and set forth in the Corporation’s Annual Operating Plan;
6. Be designated as Agent of the Corporation pursuant to Chapter 48.091, Florida Statutes and shall accept service of process within the State.

In the event of any inability of the President to serve, the Vice-President shall serve as acting President until such time as the President can resume his/her duties.

**VICE-PRESIDENT**

The Vice-President shall be responsible for performing all the duties of the President in the President’s absence or inability to serve. In addition, the Vice- President shall perform the following duties:

1. Attend and represent the Corporation at related Athletic Associations and other community meetings in the event of any inability of the president to attend;
2. Serve as chairman of special committees as the president may direct;
3. Coordinate community relations and newspaper/radio announcements;
4. Assist other officers in carrying out their respective duties;
5. Plan and coordinate award presentations and gatherings;
6. Coordinate Team/Squad Pictures;
7. Schedule and pay home game referees;
8. Maintain a weekly newsletter during the season and a monthly newsletter during the off-season for members, parents and players;
9. Act as Sergeant of Arms/Parliamentarian at all Corporation meetings.
10. Member of Bylaws Committee;
11. Formulate and document inputs to the Annual Operating Plan regarding referees, awards, pictures, community relations, newspaper/radio announcements and newsletter;
12. Overall coordination formulation and implementation of the Annual Operating Plan.

**SECRETARY**

The Secretary shall be responsible to take care of correspondence and prepare minutes of the Corporations meetings. General duties of the Secretary are as follows:

1. Keep careful and authentic records of the proceedings of the Corporation;
2. Prepare minutes of Corporation meetings and read them at the following meeting. Make all additions and/or corrections to the minutes and assure placement on the Corporations web site within 3 days thereafter;
3. Record votes taken at the Corporations meetings;
4. Authenticate by signature approved minutes and assure placement on the Corporations web site within 3 days thereafter;
5. Have available at each meeting:
6. The minutes of previous 6 months of meetings.
7. List of committees.
8. Copy of the current year's plan of operating.
9. Copy of the Corporations Articles of incorporation, bylaws, and the bylaws of the related Athletic Association;
10. Assist the President in preparing the meeting agenda and assure placement on the Corporations web site at least 7 days prior to each meeting;
11. Mailing out flyers, notices, meeting agendas and minutes to the general membership;
12. Provide current membership roster to the membership and maintain membership;
13. Applications presented in Exhibit "B";
14. Maintain copies of Player and Cheerleader team rosters and registration applications;
15. Maintain the Corporations calendar of events and assure placement on the Corporations web site;
16. Maintain meeting sign in and attendance records;
17. Establish and maintain a phone tree for quick notification of the membership;
18. Maintain a file copy and log of all Corporation correspondence;
19. Maintaining the bylaws;
20. Maintaining case histories showing recipients of yearly scholarships, including names and addresses;
21. Assure that each Board Member has a current director’s guide;
22. Formulate and document inputs to the Annual Operating Plan regarding the above duties.

**TREASURER**

The Treasurer shall be responsible for collection of all accounts receivable and fees, and the payment of all indebtedness. The duties include the following:

1. Reconciling the Corporation's bank statement each month;
2. Verifying and signing checks (see Bylaw Article 5, Section I0, for required number of signatures);
3. Verify each bill received;
4. Reporting Corporation's financial status at each meeting;
5. Formulate annual budget with other officers for vote of Corporation.
6. Collect fees due and sponsor donations;
7. Make arrangements to maintain and complete all required IRS and State documents and records;
8. The Treasurer shall be an ex-officio member of the Financial Committee;
9. Coordinate with other board members and document inputs to the Annual Operating Plan, which will include the annual budget.

**CHEERLEADER DIRECTOR/COORDINATOR**

1. Assist planning and carrying out of Cheerleader recruitment/registration (open sign-up) in conjunction with the Registration Coordinator;
2. Providing coaches with their Squad rooster with original medical release forms;
3. Verifying Cheerleader birth certificates with the President;
4. Produce ID cards for participation in league;
5. Provide and maintain a coaching guide book which will include:
6. Current maps to all game and completion sites.
7. Code of Coaching conduct
8. Code of Cheerleader conduct
9. Cheerleader rule book
10. The related Athletic Association rules
11. List of Executive Board Members and football Coaches’ names and phone numbers
12. Emergency procedures
13. Injury reporting
14. Individual Squad responsibilities;
15. Coach's recruitment/registration (coaches' contracts) & assignment;
16. Background checks of Coaches;
17. Provides inputs to weekly newsletter;
18. Coordinates practice fields and times with coaches;
19. Coordinate coaching and Cheerleader clinics;
20. Coordination of uniforms and fittings;
21. Assist and provide special support to coaches as needed;
22. Document and process Protests to the related Athletic Association;
23. Formulate and document inputs to the Annual Operating Plan regarding number cheerleaders uniforms and other items as needed;
24. Attend and represent the Corporation at the related Athletic Association meetings.

**FUNDRAISER DIRECTOR**

The Fundraiser Director shall be responsible for the coordination and management of all Fundraisers in accordance with the approved operating plan and budget. This shall include the following:

1. Collection and submission to the Treasurer of donations and other funds received with a certified listing of the source of the funds. Note: All funds received with a certified listing shall be provided to the Treasurer as soon as possible after receipt and in no event any longer than 7 days.
2. Act as the Chair of the fundraising committee.
3. Formulate and document inputs to the Annual Operating Plan regarding the overall fundraising program.
4. Plan and coordinate award presentations and gatherings.

**PLAYER AGENT/TACKLE**

The Player Agent is responsible for all player recruitment and documentation and shall be responsible for assignment of players to teams. This shall include the following:

1. Assist planning and carrying out of Player recruitment/registration (open sign-up) in conjunction with the Registration Coordinator;
2. Providing the Secretary with copies of copies of birth certificates, and medical release forms from players;
3. Providing coaches with their Team rooster with original medical release forms;
4. Verifying player birth certificates with the President;
5. Produce player ID cards for participation in league play.
6. Act as chair of the assignment of players to teams committee.
7. Formulate and document inputs to the Annual Operating Plan regarding number of players and other resources needed.

**EQUIPMENT MANAGER**

The Equipment Manager is responsible for inventorying, maintaining, issuing, tracking, and collecting all equipment owned by the Corporation. General duties of the Equipment Manager are as follows:

1. Perform an inventory of all equipment prior to the season and after the season each year;
2. Provide the results of the inventory to the President and Treasurer;
3. Schedule and coordinate with other members prior to and after each season to clean and repair equipment;
4. Coordinate with coaches the issuance and return of player equipment;
5. Report to the Treasurer players who have not returned their equipment;
6. Recommend and forecast future equipment needs to the Executive Board;
7. Assure that all Equipment meets all state and federal safely requirement;
8. Formulate and document inputs to the Annual Operating Plan regarding equipment needs.

**FACILITIES COORDINATOR**

The Facilities Coordinator is responsible for coordinating the use of practice fields and the scheduling of fields for games with coaches and persons responsible for fields used. General duties of the Facilities Coordinator are as follows:

1. Coordinate with Team coaches the set-up and clean-up of game fields;
2. Schedule game fields and coordinate practice field usage with Field Management Representative (e.g. High School) and coordinate with Team coaches practice fields and times;
3. Attend city and other community organization functions impacting future field needs/opportunities;
4. Act as chair for the field Committee;
5. Formulate and document inputs to the Annual Operating Plan regarding equipment needs and forecast future field needs.

**CONCESSION STAND COORDINATOR**

The Concession Stand Coordinator is responsible for operating and maintaining the Concession Stand at all activities at our home field. General duties of the Concession Stand Coordinator are as follows:

1. Coordinating Parent Concession Stand duties with Coaches/team moms/dads;
2. Formulate forecasted bud get needed to purchase supplies;
3. Purchase supplies as needed and provide receipts to Treasurer;
4. Record and provide weekly receipts to the Treasurer;
5. Establishment and maintenance of Concession Stand Procedure;
6. Formulate and document inputs to the Annual operating plan regarding equipment needs and forecast future field needs.

**COACH COORDINATOR**

The Coach Coordinator is responsible for assisting team coaches to carry out their technical and administrative duties. General duties of the Coach Coordinator are as follows:

1. Coach's recruitment/registration (coach's contracts) & assignment;
2. Background checks of all Coaches;
3. Provide and maintain a coaching guide book which will include:
4. Current maps to all game sites.
5. Code of Coaching conduct
6. Code of player conduct
7. Current high school rule book
8. The related Athletic Association unique rules
9. List of Executive Board Members names and phone numbers
10. Emergency procedures
11. Injury reporting
12. Common terminology
13. Individual Team responsibilities;
14. Coordinate coaching and player clinics. (All Coaches are require to attend at least one SBYFCA clinic prior to the start of practice);
15. Assist and provide special support to coaches as needed;
16. Document and process Team Protests to the related Athletic Association;
17. Assign a Flag Team Coordinator;
18. Coaches end of season evaluation;
19. Formulate and document inputs to the Annual Operating Plan regarding recruitment and training of qualified coach's.

**REGISTRATION COORDINATOR**

The Registration Coordinator shall be responsible for coordinating activities of Cheerleaders in concert with the overall operation of the Corporation. This shall include the following:

1. Coordinate with the Player Agent and the Cheerleader Director Planning/ recruitment/registration (open sign-up) of Players/Cheerleaders;
2. Collecting registration forms, Player/Cheerleader agreements, photos, copies of birth certificates, and medical release forms from Cheerleaders;
3. Compile complete lists of all Players/Cheerleaders by age/weight as appropriate, and provide to the Secretary, Player Agent and the Cheerleader Director;
4. Collection and submission to the Treasurer of registration checks received with a certified listing of all Cheerleaders/Players who have paid. Note: All checks received with a certified listing shall be provided to the Treasurer as soon as possible after receipt in no event any longer than 7 days thereafter;
5. Provide the Player Agent and the Cheerleader Director with original registration forms, birth certificates copies, and medical release forms;
6. Provide the Secretary with copies of registration forms, birth certificates, and medical release forms from Players/Cheerleaders.

**WEB/SOCIAL MEDIA COORDINATOR**

The Web/Social Media Coordinator shall be responsible for overseeing the design and maintenance of the Corporation's website and all social media outlets. Persons applying for this position should be proficient in the basics of building a website and proficient with use of all social media as a means of advertising for the League. Specific duties include:

1. Updating the content of the website and all social media presence at least on a weekly basis or more often if needed;
2. Conferring with Board members regarding any information they need disseminated via the website, Facebook, etc. Specifically working closely with the Secretary, Registration Coordinator, Fundraising Coordinator to ensure that all registration dates and information are properly listed and any advertising for fundraisers and/or sponsors is actively updated;
3. Regularly researching and implementing new means of promoting the Corporation via the website and social media;
4. Overseeing and being the point person for reviewing all information that is placed on the internet regarding the Corporation;
5. Monitoring and policing any negative information that may be placed on the web by unauthorized persons and attempting to mitigate or remove such information.

**FLAG COORDINATOR**

The Flag Coordinator shall be responsible for the oversight of all aspects of the Flag League. Specific duties shall include:

1. Act as liaison on the Board of Directors between the Flag League and Tackle/Cheerleading Leagues;
2. Be responsible for recruitment of Head Coaches and registration (application and contracts) of all Flag Head Coaches;
3. Assist Flag Head Coaches in recruiting Assistant Coaches and ensuring that all assistants and team parents have turned in applications for background checks;
4. Communicating with the Coach Coordinator to make sure that he/she has received all applications and processed background checks for each applicant;
5. In coordination with the Coach Coordinator, provide and maintain a coaching guide book to each head coach which (at a minimum) shall include:
6. Current schedule for all flag games;
7. Current season flag rules;
8. Code of Coaching conduct;
9. Code of player conduct;
10. List of Executive Board Members names and phone numbers;
11. Emergency procedures;
12. Injury information and reporting;
13. Common terminology;
14. Individual Team responsibilities;
15. Along with the Coach Coordinator, organize coaching clinics specifically designed for the Flag Coaches (All Coaches should be required to attend at least one SBYFCA clinic prior to the start of practices);
16. Organize Flag assessments and line up volunteer helpers for the assessments;
17. Organize and act as head of the Flag draft;
18. Organize a committee consisting of all current Flag Head Coaches and the Flag Coordinator that modifies the Flag Rules each year dependent upon the needs of the league for the specific year;
19. Coordinate with the Equipment Coordinator regarding uniforms for flag players (preferably having a sample uniform present at all registrations so that players can be sized during registrations);
20. Create the Flag season regular schedule, playoff schedule and Super Bowl schedule;
21. Provide President and Field Coordinator with schedule for flag gamed and ensure referees have been lined up for all games;
22. Attend and be in charge of all flag games and attempt to resolve any issues arising during the flag games;
23. Immediately report to the President any issues that have arisen and actions taken to resolve said issues;
24. Coordinate with the Vice-President regarding the scheduling of Flag picture day;
25. Obtain three (3) quotes to be presented to the Board for end of season awards for the flag players and be responsible for the timely ordering of the awards.