

**BYLAWS
OF
WELLS OGUNQUIT YOUTH FOOTBALL AND CHEERING ASSOCIATION**

**ARTICLE I
NAME**

The name of the Corporation is the Wells Ogunquit Youth Football and Cheering Association (hereinafter, the “Corporation”).

**ARTICLE II
PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Within these purposes, the Corporation shall act as a nonprofit organization dedicated to:

- a. fostering the highest standards of citizenship in the community in an effort to encourage the growth and development of the Corporation’s programs.
- b. promoting, assisting and supporting the coaching staffs with financial assistance and manpower.
- c. stimulating and guiding community interest in support of the Corporation’s programs and activities.
- d. serving as “feeder” programs to the Wells High School Football and Cheering programs. The programs shall seek to teach and train its players in the techniques and standards compatible with the Wells High School Football and Cheering programs.

In furtherance hereof, but not by way of limitation, the Corporation shall be organized and empowered to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them, or connected with them, that are not forbidden by law, the Articles of Incorporation, or these Bylaws; provided, however, that the Corporation shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax exempt status.

ARTICLE III
MEMBERS

Section 1. Membership Qualifications; Classes. The Corporation shall have the following classes of membership:

- a. Regular membership. Any individual who is a Director/Officer of the Corporation, a Coach, or a parent/guardian of a player, may be a Regular Member.
- b. Honorary membership. The Board of Directors of the Corporation may bestow Honorary Membership upon individuals or organizations in appreciation of their support to the Corporation. Honorary Members may include, but are not limited to, the Wells High School Varsity Football and Cheering coaching staff, former Directors/Officers, and former Regular Members.

Each class of membership shall have such rights and duties and benefits as the Board of Directors shall determine. All members must be willing to uphold the Corporation's purpose and subscribe to its Bylaws. Unless otherwise approved by the Board of Directors, members must be at least eighteen (18) years old. Membership shall be open to all persons or entities regardless of race, color, religion, age, national origin or sex. The activities of the Corporation will be conducted on a similarly non-discriminatory basis.

Section 2. Admission. Members shall be admitted to membership upon payment of the dues required for membership status. The Board shall approve all applicants who demonstrate membership qualifications and who are willing to assume the responsibilities of membership.

Section 3. Dues. Members shall be required to pay dues in such amounts with respect to their class of membership as are from time to time established by the Board of Directors; provided, however, in recognition and gratitude of their volunteer service, Directors/Officers and Coaches shall have their dues waived. Only those who have paid the required dues shall be entitled to membership benefits.

Section 4. Voting Rights. Each Regular or Honorary Member in good standing shall be entitled to one vote.

ARTICLE IV
MEMBERSHIP MEETINGS

Section 1. Annual Meeting. Members of the Corporation shall be invited to meet annually during the month of January, or at any other time and place within or without the State of Maine as set by the Board of Directors. At this meeting, members shall elect Directors; the Officers may present reports on the activities of the Corporation; and members shall be invited to discuss matters of interest to the Corporation.

Section 2. Special Meetings. Special meetings of the members may be called by the President or Board of Directors. Special Meetings of the members may also be called by members having 1/20th the votes entitled to be cast at such meetings.

Section 3. Notice of Meetings. Notice of time and place and in the case of a special meeting, the purpose or purposes, for which the meeting is called, shall be sent to each member entitled to vote at such meeting not less than ten (10) days nor more than fifty (50) days prior to the date of the meeting. When a meeting is adjourned for whatever reason, for thirty (30) days or more, notice of the adjourned meeting shall be given as provided in this section. Notice of a meeting adjourned for less than thirty (30) days need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken.

Section 4. Quorum. At all membership meetings any number of members present in person shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum present shall be the act of the membership, except as may be expressly provided by statute or by these Bylaws.

ARTICLE V
DIRECTORS

Section 1. Powers. The business and affairs of the Corporation shall be conducted and managed by its Board of Directors, which shall exercise all of the powers of the Corporation. The Board of Directors may by general resolution delegate to committees and Officers of the Corporation such powers as it sees fit.

Section 2. Election and Composition of Board. The Corporation shall have a Board of Directors of up to **eighteen (18)** ~~seventeen (17)~~ members, to be determined as follows:

- a. **Twelve (12)** ~~Eleven (11)~~ Directors to be elected by the existing members of the Corporation at each annual meeting of said members. Directors elected pursuant to this Section 2a. shall hold office until the next annual meeting of the membership or until the election and qualification of their respective successors; and

- b. Six (6) Directors, who shall also serve as Head Coaches/Officers of the Corporation, to be elected by majority vote of those then-serving Directors of the Corporation who were elected pursuant to Section 2a. above, at each December regular meeting of the Directors, a quorum of those Directors elected pursuant to Section 2a. being present at said meeting. Directors elected pursuant to this Section 2b. shall hold office until the next December regular meeting of the Directors or until the election and qualification of their respective successors.

The number of Directors serving at anytime shall be consistent with the number provided in the Articles of Incorporation, provided that the number of Directors shall never be less than three (3).

Section 3. Resignation; Removal; Vacancies. Any Director may resign at any time by giving written notice to the President or the Board of Directors and may be removed at any time in accordance with applicable law; provided, however, that any Director elected pursuant to Section 2b. hereinabove shall only be removed by majority vote of those then-serving Directors of the Corporation who were elected pursuant to Section 2a. hereinabove. Any vacancy in the Board of Directors occurring during the year, including any vacancy created by an increase of the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by an affirmative vote of the majority thereof, and any Director so elected shall hold office until the election and qualification of a successor.

Section 4. Annual Meeting. As soon as practicable after the each annual meeting of the membership, the newly elected Directors shall meet for the purpose of electing officers and the transaction of other business, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given.

Section 5. Regular Meetings. A regular meeting of the Board of Directors shall take place on the first Wednesday of each calendar month.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the President or the Secretary and must be called by either of them on the written request of any two (2) members of the Board.

Section 7. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing or e-mailing the same at least seven (7) days before the meeting to the usual business or residence address of the Director. At any meeting at which every Director shall be present, even though without notice, any business may be transacted.

Section 8. Quorum; Voting. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

Section 9. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

Section 10. Telephone Meetings. Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

ARTICLE VI OFFICERS

Section 1. Executive Officers. The Executive Officers of the Corporation shall be selected from among the Board of Directors and shall be a President, a Vice-President, a Secretary, a Treasurer, SMYFL Representative and such other officers with such powers and duties not inconsistent with these By-laws as may be appointed and determined by the Board of Directors.

Section 2. Resignation, Removal; Vacancies. Any officer may resign at any time by giving written notice to the President or the Board of Directors and may be removed from office by the vote of the Directors at any time, in accordance with applicable law. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors by majority action may select an officer to fill such vacancy.

Section 3. Duties of Officers.

i. President

1. Presides at all meetings.
2. Appoints a chairperson and members of all committees.
3. Appoints a member to assume the duties of a vacant office or coaching position, with the exception of the President's position, until the next regularly scheduled meeting of the Corporation occurs for which a special election can be held.
4. Represents the Corporation at meetings of outside groups or individuals.
5. Signs checks with the Treasurer for approved expenditures only.

ii. Vice President

1. Presides over all meetings when the President is unavailable.
2. Assists in appointing a chairperson and members of all committees.
3. Assists in appointing a member to assume the duties of a vacant office or

coaching position, until the next regularly scheduled meeting of the Corporation occurs for which a special election can be held.

4. Represents the Corporation, along with the President, at meetings of outside groups or individuals.

5. Signs checks with the Treasurer for approved expenditures only.

iii. Secretary

1. Records, prepares, maintains and read the minutes of all meetings.

2. Prepares and signs correspondence as designated by the President.

3. Provides a membership attendance sign-in sheet at each meeting.

iv. Treasurer

1. Acts as custodian for all funds.

2. Sets up and maintains proper bookkeeping records.

3. Issues authorized checks for approved expenditures only.

4. Deposits all cash receipts account in a convenient bank.

5. Prepares and reads all financial reports at all meetings.

v. SMYFL Representative

1. Acts as liaison between the corporation and the Southern Maine Youth Football League (SMYFL).

2. Represent the corporation at all SMYFL meetings.

3. Insure that the corporation is informed on any changes to SMYFL regulations.

vi. Junior High Football Coordinator

1. Serves as executive assistant to the President and carry out those duties assigned to them by the President as relates to the Junior High Football Program.

2. Works with the Peewee and Mighty Mite Football Coordinators to coordinate the work of all committees.

3. Serves as a liaison between parents/guardians, coaches, teams and the Board for their respective programs.

4. Maintains a complete file on all correspondence including player registrations.

vii. Peewee Football Coordinator

1. Serves as executive assistant to the President and carry out those duties assigned to them by the President as relates to the Peewee Football Program.

2. Works with the Junior High and Mighty Mite Football Coordinators to coordinate the work of all committees

3. Serves as a liaison between parents/guardians, coaches, teams and the Board for their respective programs.

4. Maintains a complete file on all correspondence including player registrations.

viii. Mighty Mite Football Coordinator

1. Serves as executive assistant to the President and carry out those duties assigned to them by the President as relates to the Mighty Mite Football Program.
2. Works with the Junior High and Peeewe Football Coordinators to coordinate the work of all committees
3. Serves as a liaison between parents/guardians, coaches, teams and the Board for their respective programs.
4. Maintains a complete file on all correspondence including player registrations.

ix. Junior High Cheering Coordinator

1. Serves as executive assistant to the President and carries out those duties assigned to them by the President as relates to the Junior High Cheering Program.
2. Works with the Peeewe and Mighty Mite Cheering Coordinators to coordinate the work of all committees
3. Serves as a liaison between parents/guardians, coaches, teams and the Board for their respective programs.
4. Maintains a complete file on all correspondence including player registrations.

x. Peeewe Cheering Coordinator

1. Serves as executive assistant to the President and carries out those duties assigned to them by the President as relates to the Peeewe Cheering Program.
2. Works with the Junior High and Mighty Mite Cheering Coordinators to coordinate the work of all committees.
3. Serves as a liaison between parents/guardians, coaches, teams and the Board for their respective programs.
4. Maintains a complete file on all correspondence including player registrations.

xi. Mighty Mite Cheering Coordinator

1. Serves as executive assistant to the President and carries out those duties assigned to them by the President as relates to the Mighty Mite Cheering Program.
2. Works with the Junior High and Peeewe Cheering Coordinators to coordinate the work of all committees.
3. Serves as a liaison between parents/guardians, coaches, teams and the Board for their respective programs.
4. Maintains a complete file on all correspondence including player registrations.

xii. Snack Shack Coordinator

1. Supervise all operations of the snack shack including the gate.
2. Ensure proper staffing of snack shack for each event with the assistance of the coordinators of each program.

3. Ensure proper amount of supplies are procured for each event with the assistance of the coordinators of each program including, but not limited to, purchases and donations.
4. Ensure all snack shack policies and procedures of the High School Boosters are followed.
5. Work with Treasurer to ensure proper handling of all funds.

xiii. Supporting Roles – Team Mom (or Dad)

1. Serves as a liaison to coaches, parents/guardians and the Board.
2. Communicates information to team members and parents/guardians.
3. Organizes and recruits volunteers as needed for team events.
4. Attends Board meetings.
5. Does not have Executive Board voting rights.
6. Multiple Team Moms and/or Team Dads may participate in each program

xiv. Head Coaches. It shall be the purpose of all coaches to foster the highest standards of citizenship in the community by all members of the program. They shall provide a safe and positive environment to encourage the growth and development of each student athlete to the best of their ability. They must always reinforce the positive aspects of athletic participation such as having fun, building camaraderie, teamwork and sportsmanship. There are six head coaches who include: Junior High Football, Junior High Cheering, Peewee Football, Peewee Cheering, Mighty Mite Football, and Mighty Mite Cheering.

a. The Head Coach Duties and Responsibilities are as follows:

- i. To represent their program at all the meetings and W.O.Y.F.C.A.
- ii. To set up rosters and schedules of all games.
- iii. To ensure that all equipment and fields are maintained in a safe fashion.
- iv. To keep his or her coaching staff maintained and trained.
- v. To give direction to his or her program for the running of the team.
- vi. To keep up with all rule changes and stay within the program guidelines.
- vii. To report to W.O.Y.F.C.A. all their program needs.
- viii. To inventory all equipment at the end of the year and present a list of needed items by the December meeting.
- ix. To present to W.O.Y.F.C.A. a budget by the May regularly scheduled meeting.

- x. To ensure the safety of all athletes in their program.
- xi. To act as a good role model for all athletes through actions and language.

b. Other Responsibilities of Head Coaches

i. The Head Coach shall be responsible for nominating assistant coaches in their respective program. The Head Coach shall present potential coaches to the Board for approval. If an assistant coach should leave, it will be up to the Head Coach to present a replacement to be voted on by the Board.

ii. It is the responsibility of the Head coaches to assign a parent/guardian for the position of Team Mom or Dad if they so desire.

iii. It is the responsibility of the Head coaches to ensure that the coaching staff is appropriately dressed with game attire. At a minimum, the coaches shall wear the W.O.C.S.D. school colors in the event the Board is unable to fund attire.

iv. It is the responsibility, along with the assistance and support of the Board, to determine the best course of action in the event the program team size surpasses the capacity with regards to the number of players as defined by S.M.Y.F.L.

ARTICLE VII
COMMITTEES

Section 1. Committees. The Board of Directors may also appoint from their number, or from among such other persons as the Board may see fit, such committees as the Board may determine, which shall in each case have such powers and duties as shall from time to time be prescribed by the Board. Such committees may include, but are not limited to, Fundraising, Nominating, By-Law, Special Events, Jamboree, Boone Worthing Award, Safety, W-OLL/WOYFCA Field Betterment and Guy Coombs Award. The President shall be a voting member ex officio of each committee appointed by the Board of Directors.

Section 2. Executive Committee. The Board of Directors, by majority vote of the full Board of Directors may appoint from its members an Executive Committee consisting of three (3) or more Directors to serve at its pleasure and to the extent permitted by applicable law, may delegate to such Executive Committee all the authority of the Board of Directors, except that the Executive Committee shall have no authority to elect Officers, or to enter into any transaction or activity which it knows to be contrary to the wishes of the Board of Directors.

Section 3. Finance Committee. The Board of Directors shall appoint a finance

committee consisting of at least two (2) members and a chairperson. The finance committee shall be responsible for developing, maintaining and enforcing a financial control policy. This policy will be reviewed and approved by the Board of Directors each year.

Section 4. Record of Proceedings. Each Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors and the President when required.

ARTICLE VIII CORPORATE ASSETS AND EARNINGS

Section 1. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").

Section 2. Inurement Prohibition; Interest in Contracts. No member, Director, officer, committee member or employee of, or any person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any member, director, officer, employee, committee member or agent of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, and may freely make contracts, enter transactions or otherwise act on behalf of the Corporation notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Section 2 of this Article.

Section 3. Dissolution. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code, and which further qualify as a public benefit corporation (within the meaning of Title 13-B of the Maine Revised Statutes, as amended) and which are engaged in activities substantially similar to those of the Corporation.

Section 4. Exempt Activities. Notwithstanding any other provision of these By-laws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IX MISCELLANEOUS

Section 1. Corporate Seal. The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors and evidenced by resolution filed with the corporate records.

Section 3. Records and Reports. The Corporation shall keep correct and complete books and records of account and of its transactions and minutes of the proceedings of its Board of Directors and of any committee. The President or the Secretary of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meetings of the Board of Directors and be filed within twenty days thereafter at the principal office of the Corporation.

Section 4. Miscellaneous Policies and Procedures:

- a. This Corporation will follow the rules and guidelines set forth by the Southern Maine Youth Football League (“SMYFL”).
- b. The most recent version of Robert’s Rules of Order herein known as Robert’s Rules will govern any rule, statement or policy not covered by these Bylaws.
- c. Any activities, fundraisers, events, notifications or publications bearing the Corporation’s name must be approved by the Board of Directors or the Executive Committee prior to being a sanctioned event, publication or activity.

ARTICLE X
INDEMNIFICATION

The Corporation shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify any and all present and former members, officers, directors, employees, committee members and agents of the Corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been members, officers, directors, employees, committee members, or agents of the Corporation; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other by-law, agreement, or otherwise.

ARTICLE XI
AMENDMENTS

Each year at the December regular meeting of the Directors, the President will include on the meeting agenda a "Bylaws/Articles of Incorporation Discussion" item. At that meeting, the Board of Directors, with input from the membership, will discuss and determine whether the Bylaws/Articles of Incorporation should be reviewed for any modifications. If the Board, with input from the membership, finds that the Bylaws/Articles of Incorporation should be reviewed for modifications, then the President will appoint a committee to review and/or recommend such modifications. The appointed committee will present any recommended Bylaw/Articles of Incorporation modifications at the January regular meeting and the membership will vote on those recommendations no later than the first day of registration. In order for the Board's recommendation(s) to pass, it must receive a majority vote of the members present and voting (with proper notice to the members as provided in Article IV hereinabove). In the event unusual circumstances arise during the course of the season, the President or Board of Directors may call a special meeting of the members to amend the Bylaws/Articles of Incorporation (with proper notice to the members as provided in Article IV hereinabove). Any such amendment to the Bylaws/Articles of Incorporation must receive a majority vote of the members present and voting.