**North Caroline Football**

**&**

 **Cheer**

**BY-LAWS**

**2019**

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**Article I**

***Name of the Organization:***

This non-profit corporate organization shall be known as North Caroline Football and Cheer, Inc. (NCFC).

**Article II**

***Corporate Purpose:***

**Section 1:** This corporation is organized exclusively for charitable purposes within the meaning of Section 501(C)3 of the Internal Revenue Code. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person or persons. Notwithstanding any statement of purposes or powers aforesaid this corporation shall not except to an insubstantial degree, engage in any activities, or exercise any powers that are not in furtherance of its specific and primary purposes.

**Section 2:** To promote among the youth of the community, the high ideal of sportsmanship. To inspire the youth to practice the ideals of health, citizenship, scholastic excellence and character. To give to youth the opportunity to participate in seasonal sports, to bring the youth close together through the development of a common interest in sportsmanship, fair play and fellowship, to promote activities, which are safely, sanely and intelligently supervised. To make the welfare of the children the utmost importance and to maintain a program of service to the youth entirely free from discrimination by reason of sex, race, creed, nationality or religion. To receive donations and accumulate funds for the accomplishment of any of the aforesaid purpose. To do all things and have all powers granted or allowed under the laws of the State of Maryland to non-profit corporations. To do every act and thing necessary or convenient to carry out and attain the above specified purposes to the same extent as natural persons might or could do to conduct all of it’s said business without pecuniary profit to any of its members.

**Section 3:** The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation show ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, it’s assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which has established tax exempt status under section 501(C)(3).

**Section 4:** The boundaries for NCFC shall be estblished by the Caroline County Board of Education in concurrence with the Bayside Conference which is currently the Northern half of Caroline County.

**Section 5:** The fiscal year of North Caroline Football and Cheer will begin on January 1 and end on December 31 of each year.

**Article III**

***Membership:***

Any person actively interested in furthering the objective of North Caroline Football and Cheer or upon registration of a child, meeting AYF and NCFC requirements, shall be a member.

**Section 1:** *Member in good standing;* to be a member in good standing, said member must be actively volunteering within the program and/or have a football/cheer athlete in the program with all financial obligations paid.

**Section 2:** A voting member is defined as any person in good standing of NCFC.

**Section 3:** Members in good standing are eligible to vote during elections and on matters other then day to day business of NCFC.

**Article IV**

***Meetings:***

**Section 1:** *Regular Meetings*

Regular meetings of the members shall be held monthly on the 2nd Monday of every month, at 6:30PM with the location designated by the chair. Should the 2nd Monday fall on a holiday, then the meeting date would automatically be rescheduled to the 3rd Monday of the month.

**Section 2:** *Annual Meetings*

An annual meeting of the members shall take place on the 2nd Monday in the month of December, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

**Section 3:** *Special Meetings*

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them. A copy of the agenda for the meeting will be distributed to all Board members (by means of e-mail or written notice) 24 hours prior to the Special Meeting. ONLY specific topics listed on the agenda will be discussed during the respective Special Meeting. The use of broad topics for generalized discussion is strictly prohibited and reserved for the Board of Directors monthly meeting.

**Section 4:** *Notice of Meetings*

Notice of each meeting shall be given via email, text message, website notification and/or Facebook notification to each voting member not less than 7 days prior to the meeting with the exception of Special Meetings which require, at least, 24 hours notice and notification of ALL Board of Director members individually via text or e-mail.

**Section 5:** *Quorum*

The presence, physically, of one-half (½) of the members on the currently elected/appointed Board of Directors.

**Section 6:** *Voting on Operational Business;* Onlythe Board of Directors will vote on the operational day to day business of NCFC.

**Section 7:** Any request for an excused absense should be directed in writing to the President prior to the start of the monthly meeting in which the excused absense is being requested. The request should be read aloud during the monthly meeting. The President will grant or deny the request and that decision will be noted by the Secretary into the minutes of the meeting. Requests for excused absense for past meetings is strictly prohibited.

**Section 8:** Credit for attendance at a monthly meeting will ONLY be given for members physically attending the meeting or excused by Section 7 of this Article. Phone and video conferencing do not count towards attendance for the meeting. Should the Board of Directors meeting fall on a practice night, all coaches, team managers, team-mom and/or team-dad will receive credit for the meeting.

**Section 9:** *Family vote;* upon being registered with the Board of Directors, a family vote will be defined as any two (2) persons registered with the Board of Directors who individually would not be able to attend a minimum of eight (8) regularly scheduled Board of Directors meetings within the calendar year. The two registered persons would be allowed a single vote during the elections, provided that they attend eight (8) regularly scheduled Board of Directors meetings combined. If registering for a family vote, you will only get credit for one (1) meeting per month regardless if both family members were present. This is to prevent famliy members from claiming 2 meetings because both family members attended the same meeting.

**Article V**

***Board of Directors:***

**Section 1:** The government of this corporation shall be under the supervision of the Board of Directors.

**Section 2:** The members of the Board of Directors and chain of command for this association shall be; President, Vice President, Football Commissioner, Treasurer, Secretary, Cheer Commissioner, Fundraising Coordinator, Scholastic Coordinator, two (2) members at large and Immediate Past President.

**Section 3:** *President;*shall be the Chief Executive of the chapter and shall be subject to the control of the Board of Directors, have the general supervision, control and direction of the business affairs of NCFC. He/she shall preside over all meetings of the Board of Directors as well as any committees. He/she will select two (2) NCFC board members, who will represent NCFC at the Bayside conference meetings. The President ultimately and legally assumes any/all responsibility for any/all actions and decisions made by him/herself, members of the Board of Directors, coaches/staff and/or volunteers working on behalf of the organization.

**Section 4:** *Vice President;* in the absence of the President, shall assume the duties, responsibilities and obligations of the President. It shall be the Vice President’s responsibility to oversee all activities and committees within the association. The Vice President may establish committees or select individuals to perform duties related to the association but will ultimately be responsible for the committee or individual’s actions.

**Section 5:** *Football Commissioner;* in the absence of the President and Vice President, shall assume the duties, responsibilities and obligations of the President. The Football Commissioner shall be solely responsible for the chosing of head coaches, maintenance/accountability of all football related equipment, assigning players to teams, ensuring all football staff is properly trained at the level required by AYF/NCFC, maintenance/readiness of field and overall accountability of all football staff and volunteers ensuring a safe and fair program. The Football Commissioner can not assume the role of Head Coach or Assistant Coach while in office due to the other requirements of the position. The Football Commissioner shall assist all levels and ensure that the athletes are being safely and effectively coached to their level. The Football Commissioner will work closely with the President on issues involving disciplinary matters.

**Section 6:** *Treasurer;* in the absence of the President, Vice President and Football Commissioner shall assume the duties, responsibilities and obligations of the President. The Treasurer shall keep and maintain an accurate record of the properties and business transactions of the association. The Treasurer shall have the custody of all funds and will counter-sign with the President and Vice President all financial instruments governing and concerning the organization. The Treasurer shall be responsible for the financial coordination of our concession support to games, camps and other organization events. The Treasurer shall recruit and work closely with the various team moms for manpower support to set up and run the concession stand and be responsible for the purchase of supplies and revenue earned at the concession stand. The Treasurer of the association shall be bonded in an amount set of the Board of Directors. The fee for this bond is to be paid for by the Association. The Treasurer shall prepare and submit monthly accounting reports. The Treasurer will also provide, any time upon request by the President, and account of all finances within a reasonable time frame. The Treasurer shall ensure all applicable tax returns are filed for the previous year by July 15.

**Section 7:** *Secretary;* in the absence of the President, Vice President, Football Commissioner and Treasurer shall assume the duties, responsibilities and obligations of the President. The Secretary shall keep or cause to be kept true and accurate record of minutes for all meetings of the Board of Directors. The Secretary shall prepare written agenda and minutes for each meeting and shall supply the board member with written copies. The Secretary shall coordinate with the Treasurer on accurate publication of the Treasurer’s report. The Secretary will counter-sign with the President all legal instruments of non-financial matters concerning the organization. The Secretary will maintain league and association by-laws/rules and a list of organization Board member’s names, addresses, and phone numbers and will be responsible for organization correspondence. The Secretary will be responsible for preparing, collecting, recording and announcing all nominations for Board of Directors. The secretary will be responsible for for preparing ballots for annual elections. The Secretary will be responsible for recording attendance at all organization board meetings. The Secretary shall also be responsible for establishing, maintaining and updating the organizations website in order to properly and accurately keep the organization, coaches and parents up-to-date with the activities within the organization. The Secretary shall also be responsible for all public communications related to the organization. This may include; press releases promoting registration, fundraising/other organizational events, email distribution list, calling lists for organization notification as well as solicitations for coaches and players. The Secretary shall work toward the creation and maintenance of an association website and she’ll be responsible for keeping it updated.

**Section 8:** *Cheer Commissioner;* in the absence of the President, Vice President, Football Commissioner, Treasurer and Secretary shall assume the duties, responsibilities and obligations of the President. The Cheer Commissioner shall be solely responsible for the chosing of head coaches, maintenance/accountability of all cheer related equipment, assigning players to teams, ensuring all cheer staff is properly trained at the level required by AYF/NCFC, and overall accountability of all cheer staff and volunteers ensuring a safe and fair program. The Cheer Commissioner will work closely with the President on issues involving disciplinary matters.

**Section 9:** *Fundraising Coordinator;* in the absence of the President, Vice President, Football Commissioner, Treasurer, Secretary and Cheer Commissioner shall assume the duties, responsibilities and obligations of the President. Shall be responsible for all fundraising associated with the organization. These activities/events are at the discretion of the Fundraising Coordinator with prior Board approval. The Fundraising Coordinator shall work closely with other board members to coordinate fundraising efforts and develop plans. The Fundraising Coordinator shall provide monthly reports to the President and board outlining upcoming events, items and monies raised. The Fundraising Coordinator should also work closely with outside vendors to ensure a good variety of merchandise is available. The Fundraising Coordinator shall perform other duties as are required by the President or board.

**Section10:** *Scholastic Coordinator;* in the absence of the President, Vice President, Football Commissioner, Treasurer, Secretary, Cheer Commissioner and Fundraising Coordinator shall assume the duties, responsibilities and obligations of the President. Shall be responsible for certifying all players and cheerleaders scholastic eligibility and maintain an accurate record and up-to-date record thereof. Scholastic Coordinator shall be the principal point of contact with the local school’s administration and other scholastic’s governing organizations to synchronize all scholastic issues. The Scholastic Coordinator shall perform other duties as are required by the President or Board.

**Section 11:** *Member at Large;* shall perform duties as prescribed by the President and/or his/her designee.

**Section 12:** *Immediate Past President;* shall assist the current President with anything that may come up and will also provide information and previous knowledge of situations or discussions handled under the Immediate Past President’s term.

**Section 13:** *Confidentiality;* Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations’ purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

**Section 14:** *Informal Action by Directors;* Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

**Section 15:** *Removal;* Any member of the Board of Directors and/or member of the organization may be removed with or without cause, at any time, by vote of three-quarters (2/3) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action unless the removal is sudden and unexpected. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

**Article VI**

***Officers:***

The officers of this Board shall be the President, Vice-President, Football Commissioner, Secretary and Treasurer. All officers must have the status of active members of the Board.

**Article VII**

***Committees:***

**Section 1:** *Committee Formation;* The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

**Section 2:** *Executive Committee;* The five (5) officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

**Section 3:** *Finance Committee;* The treasurer is the chair of the Finance Committee, which includes three (3) members of the organization. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

**Section 4:** *Fundraising Committee;* The Fundraising Coordinator is the chair of the fundraising committee, which can include three (3) members of the organization. The fundraising committee is responsible for any/all fundraising sanctioned by this organization. All organization and/or team fundraising ideas, suggestions, concerns must be brought before the fundraising committee. No fundraiser is to be scheduled without the expressed consent of the Fundraising Coordinator. All fundraisers sanctioned by this organization require the approval of the Board of Directors. At least one (1) Board of Directors member must attend any fundraiser sanctioned by this organization. All monies raised during a fundraiser must be submitted to the Treasurer within three (3) days of the fundraising event.

**Article VIII**

***Conflict of Interest:***

**Section 1:** *Purpose;* The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. 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, or member of a committee with governing board delegated powers, 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 Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization is negotiating a transaction or arrangement.

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. 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:** *Procedures*

1. *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.

1. *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 meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

1. *Procedures for Addressing the Conflict of Interest*
	1. An interested person may make a presentation at the governing board 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.
	2. The chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
	3. After exercising due diligence, the governing board shall determine whether the Organization 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.
	4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization’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.
2. *Violations of the Conflicts of Interest Policy*
	1. If the governing board 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.
	2. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board 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 Proceedings*

1. The minutes of the governing board and all committees with board delegated powers shall contain:
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 board’s 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*

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**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. 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 Organization 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 Organization 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 Organization’s written policies, are properly recorded, reflect reasonable investment or payments 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, the Organization 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.

**Section 9:** *Inter-Organization Conflicts of Interest*

Only two members related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time. These two members CAN NOT hold the office of President and Treasuer in conjunction at any time during their service as a Board member.

**Article IX**

***Rules:***

**Section 1:** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign, including the publishing or distribution of statements, on behalf of any candidate for office.

**Section 2:** Any member of North Caroline Football and Cheer is subject to suspension or dismissal by the Board of Directors upon displaying conduct or non-conformance with the articles of incorporation, constitution and/or bylaws of this organization including owing any money or property to this association, Bayside Conference and/or AYF which in the opinion of the Board of Directors is detrimental to the organization.

**Section 3:** Evidence of misconduct or failure to comply with aforesaid constitution, bylaws and/or rules shall be presented in writing at the next regular Board of Directors meeting or special meeting (if deemed necessary): a hearing will be held and a decision will be issued at that time.

**Section 4:** A suspension or dismissal shall require a two thirds (⅔) “YES” vote of the physically present Board of Directors unless stated otherwise.

**Section 5:** The President, Vice President, Football Commissioner and Cheer Commissioner has the right to suspended any athlete, coach or volunteer on the spot. The suspended athlete, coach or volunteer has the right to appeal their suspension to the Board of Directors within seven (7) days. Upon receipt of a written appeal of suspension, the President shall call a special meeting within five (5) business days to ajudicate the suspension. Failure to file a written appeal within the time allotted will be deemed acceptance of the suspension and the suspension will remain in effect until it is automatically reviewed by the Board of Directors at the next monthly meeting and ajudicated per Section 3 and 4 of this Article.

**Section 6:** Any athlete who is suspended from school, must notify a Board of Directors member within 24 hours of the suspension and may not participate in any NCFC sanctioned event while suspended including but not limited to practice, games and/or clinics/camps. Additional reasonable team-based discipline will be at the discretion of the head coach.

**Section 7:** Any athlete, coach and/or volunteer who is arrested must notify the President of this organization within 24 hours of the arrest. The athlete, coach and/or volunteer will be immediately suspended pending a decision from the Board of Directors. The President shall call a Special Meeting (unless a monthly meeting is scheduled within 5 days of the notification) in order to discuss and render a decision on this incident in accordance with Section 3 and 4 of this article. Failure to notify this organization will result in an immediate dismissal from the NCFC program without the requirement of the Board of Directors approval contained in Section 4 of Article IX.

**Section 8:** NCFC athletes have the right to participate in an environment free of alcohol and controlled substances. NCFC athletes/coaches and/or volunteers are not to possess, distribute or be under the influence of controlled substances including but not limited to narcotics, inhalants, marijuana or other dangerous drugs unless legally prescribed. Police arrest, school suspension, possession, distribution or being under the influence of controlled substances will result in the member’s immediate suspension from all NCFC related activities until a hearing and resolution have been concluded by the judicial sysytem. Upon ajudication by the judicial system, the parent/coach/volunteer must submit, to the Board of Directors, an official dispostion document showing that the athlete/coach/volunteer has been found “Not Guilty” or the case was “Nolle Pros” or “Stet”.

**Section 9:** Fighting/Bullying will NOT be tolerated by NCFC. Any athlete involved with a fighting and/or bullying incident will be disciplined as follows:

* First Offense: The coach will address the issue with the involved athletes, administer on-field sport-related discipline and discuss the incident with the athlete’s parents/guardians.
* Second Offense: The coach will advise the Football Commissioner, who will immediately suspend the responsible athlete for 7 days.
* Third Offense: The athlete will be dismissed from ALL NCFC programs.

**Section 10:** Should a player be deemed to be a safety risk to himself/herself or others, the Head Coach shall inform the Football Commissioner. The Head Coach and Football Commissioner will jointly decide if the player in question should be removed from season play. It will be at the organizations decretion whether a refund will be issued.

**Section 11:**

Should a player convey to the coaching staff that he/she does not wish to play in a game, the Head Coach has the discretion of not playing said player. Minimum play count rule will not apply to this player. Should a player convey that he/she does not wish to play football/cheer, the process in Section 10 of this Article will be followed. The Head Coach must notify the Football Commissioner immediately following the game of this decision.

**Section 12:** Practice is an essential part of football and cheer. New plays and other information is relayed at every practice and your athlete’s participation at practice is required as much as possible. Each Head Coach will set a practice schedule for his/her team. If your athlete can not attend a practice and/or game for a particular reason then the coach must be notified prior to the start of practice. Excessive and unexcused absenses will result in your athlete not being able to play in games/competitions. If athletes miss more then one (1) practice per week (unexcused), they will not play in the following game/competition. If the athlete is regularly absent (unexcused) from practices, the Head Coach upon consultation with the Football Commissioner, may remove the athlete from the roster.

**Section 13:** If an athlete takes a hard hit and/or fall and is deemed, by the Head Coach, Assistant Coach and/or medical staff, to have signs and symptoms of a potential concussion, the athlete will be immediately removed from play. The athlete will be restricted from play/practice until the head coach receives a return to play doctor’s note (supplied by the coach). See Article XIV for the Return to Play (RTP) protocol.

**Section 14:** If not covered by these by-laws and/or the constitution of this organization, Robert’s Rules of Order (newest edition) shall govern the proceedings of this organization.

**Article X**

***Indemnification:***

**Section 1:** *General;* To the full extent authorized under the laws of Maryland, this corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation’s request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

**Section 2:** *Expenses;* Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

**Section 3:** *Insurance;* The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

**Article XI**

***Books and Records:***

**Section 1:** The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. All books and records remain the sole property of North Caroline Football and Cheer and will be turned over upon request.

**Section 2:** Any member not returning any books and/or property of this organization, will be subject to a civil lawsuit for the return of the property. North Caroline Football and Cheer will also seek attorney’s fees and damages as permitted by law.

**Article XII**

***Amendments:***

**Section 1:** *Articles of Incorporation;* The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least thirty days in advance of such a meeting if delivered personally, by facsimile, e-mail or by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

**Section 2:** *Bylaws;* The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

**Article XIII**

***Elections:***

**Section 1:** Board of Directors members shall be elected every two (2) years with the exception of the Fundraising Coordinator, Scholastic Coordinator and the two (2) Members at Large who will be elected to a one (1) year term term. All terms will begin on January 1.

**Section 2:** In order to be eligible to run for a Board of Directors position, the member must have attended eight (8) monthly Board of Directors meetings.

**Section 3:** The office of the President will run in two (2) year terms being elected on even years (2020,2022,2024) while the office of Vice President will run in two (2) year terms being elected on odd years (2019,2021,2023). The office of Football Commissioner, Cheer Commissioner, Secretary and Treasurer will be elected in two (2) year terms being elected on odd years (2019,2021,2023).

**Section 4:** During the October monthly meeting, the President shall announce the positions available for nomination. Once the available positions are announced by the President, those positions must be placed for nomination and election. If a Board of Directors member wishes to give up his remaining term and position, that decision will be final upon the President’s announcement of available positions.

**Section 5:** The nominations for candidates for the Board of Directors will be opened on the monthly meeting in November of every year. Nominees do not have to be present to be nominated. After being nominated, candidates will have 24 hours to accept or deny their nomination. The Secretary will make contact with the candidates who were nominated but not present and obtain their answer of acceptance or denial. A final list of nominees will be posted to the organization’s website and Facebook page no later then October 20th every year.

**Section 6:** Voting on the nominees for the Board of Directors shall take place on the monthly meeting for December of every year. All voting will be done by secret ballot. The Secretary shall prepare the ballots for the election.

**Section 7:** The installation of officers shall be held during the monthly meeting in January of every year. Newly elected officers will officially begin their term at this time.

***Vacancies:***

**Section 1:** A vacancy in any office, except the office of President, shall be appointed by the President and approved by a majority of the Board of Directors at the next monthly meeting.

**Section 2:** A vacancy in the office of the President will first be filled by way of succession. If not filled by succession, due to denial by all eligible candidates, the nomination process will be re-opened to fill this vacancy. In this case, nominations will be open for a minimum of 15 days followed by an election for this position at the next monthly meeting. The opening of nominations must be posted to the organization website and Facebook page for the duration of the nomination.

**Section 3:** If a vacancy occurs at anytime during the term of office, the appointed individual will finish out the remainder of the vacated term. At the end of the vacated term, the position must be opened up for nominations in which all qualified individuals may be nominated for said position.

**Section 4:** The President must have served on the Board of Directors for a minimum of one (1) year.

**Section 5:** Any Board member, past or present, resigning from a position on the Board of Directors shall be unable to run or hold office within this organization for a period of two (2) years.

**Article XIV**

**Concussion Return to Play (RTP) Protocol:**

* **Step 1:** Back to regular activities (such as school)

Athlete is back to their regular activities (such as school).

* **Step 2:** Light aerobic activity

Begin with light aerobic exercise only to increase an athlete’s heart rate. This means about 5 to 10 minutes on an exercise bike, walking, or light jogging. No weight lifting at this point.

* **Step 3:** Moderate activity

Continue with activities to increase an athlete’s heart rate with body or head movement. This includes moderate jogging, brief running, moderate-intensity stationary biking, moderate-intensity weightlifting (less time and/or less weight from their typical routine).

* **Step 4:** Heavy, non-contact activity

Add heavy non-contact physical activity, such as sprinting/running, high-intensity stationary biking, regular weightlifting routine, non-contact sport-specific drills (in 3 planes of movement).

* **Step 5:** Practice & full contact

Young athlete may return to practice and full contact (if appropriate for the sport) in controlled practice.

* **Step 6:** Competition

Young athlete may return to competition

**Each step requires 24 hours before advancing to the next step. This will be strictly adhered to, documented and signed off by the Head Coach.**

**Article XV**

**Adoption of ByLaws:**

We, the undersigned, are all of the directors and/or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_, 20\_\_.

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Katie Jones,President – NCFC

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ATTEST: Jeff Scharf, Vice President - NCFC

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ATTEST: David Blizzard, Football Commissioner - NCFC

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ATTEST: Dani Lee, Treasuer - NCFC

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ATTEST: Paula Morris, Secretary - NCFC

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ATTEST: Lisa Wielgosz, Cheer Commissioner - NCFC

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ATTEST: Melissa Leonard, Fundraising - NCFC

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ATTEST: Michael Robinson, Scholastics - NCFC

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ATTEST: Richard Townsend, MAL - NCFC

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ATTEST: Kari Jones, MAL - NCFC

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ATTEST: Vacant, Past President - NCFC