

## **BY-LAWS OF NEW FOUND LIFE YOUTH FOOTBALL LEAGUE, INC.**

### **Article I – Name**

The name shall be the **NEW FOUND LIFE YOUTH FOOTBALL LEAGUE, INC.** (hereafter known as **NEW FOUND**), a Florida Not for Profit Corporation.

### **Article II – Offices**

The Corporation shall maintain in the State of Florida a registered office and a registered agent located at the registered office. The Board of Directors may by simple majority of minimum 2/3 quorum, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places, within or outside the State of Florida, as the Board of Directors may fix by resolution.

### **Article III – Purpose**

This corporation shall be organized and maintained as a not for profit entity and operated exclusively for youth athletic, charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Title 26 United States Code, Subtitle A, Chapter 1, Subchapter F, Part 1, and Section 501(c)(3) of the Internal Revenue Code of the United States of America (or their corresponding future statutes). The primary purpose of **NEW FOUND** is to share information and offer encouragement, education, training and good sportsmanship attitudes and techniques to youngsters and their families who have an interest in American football and other athletic and educational pursuits.

### **Article IV – Mission Statement**

NEW FOUND is a community that is dedicated to the development of programs that teach young persons American football and other sports and fosters good sportsmanship, fair play and a spirit of healthy competition within them.

### **Article V – Tenets and Goals**

**Section 1.** We believe that every youngster can benefit for a community sponsored American football or sports program to train the body and the mind.

**Section 2.** To teach young people the benefits of team play, sportsmanship and healthy competition in a group setting monitored by talented and trained adults.

### **Article VI Members**

**Section 1.** This organization shall have registered members, for the purpose of availing themselves of support, communication, and community sponsored athletic and educational activities as approved and organized at the direction of the Board of Directors.

**Section 2.** Members of this organization are those families register their youngsters and, as necessary, pay registration fees to participate in athletic or educational activities sponsored or promoted by NEW FOUND in the State of Florida or elsewhere.

**Section 3. Dissolution of Membership**

**A.** Any member who actively encourages, promotes or attempts to recruit other members, at **NEW FOUND** functions or activities, into activities in direct contradiction to the stated Purpose, Mission Statement, Tenets and Goals of the organization is subject to removal by the Board of Directors.

**B.** Any member meeting the aforementioned reasons for removal, and who fails to resign membership or to amend their offending activities to the satisfaction of the Board of Directors, may be removed from membership of the organization by a two-thirds (2/3) affirmative vote for removal by the Board of Directors.

#### **Section 4. Membership Fees & Reimbursement**

**A.** Membership registrations are to be renewed by returning members no later than September 1<sup>st</sup> of each year.

**B.** The membership fee amount will be established by the Board of Directors, based upon yearly budget requirements for community organization functions, activities and services.

**C.** Membership fees are non-refundable.

### **Article VII Board of Directors**

**Section 1. The Governing Authority** shall be known as the **Board of Directors**, and shall have plenary powers to do all things necessary and proper to operate **NEW FOUND** in accordance with the stated purpose, tenets, goals and mission statement of the organization.

**Section 2. Composition** - The Board of Directors shall consist of community members, residents of certain municipalities designated by the Directors, or any other persons elected by sitting Directors.

**Section 3. Number** - The Board of Directors shall consist of at least five (5) members and not more than fourteen (14) members with one vote per member.

**Section 4. Qualifications** - Each member of the Board of Directors shall sign an affirmation of **NEW FOUND** Mission Statement and Goals and actively promote those tenets.

**Section 5. Terms of Office** - A Board member has no restricted terms of service and may serve as long as they meet the Qualifications, desire to serve, and have not been removed from office by the Board of Directors (without reinstatement).

**Section 6. Manner of Election** - The Board shall elect its own members. A Board member shall not vote on their own appointment (or removal), for obvious reasons. Sitting Board members may submit a nomination for a new Board member to the Board of Directors for consideration when there are vacancies in the Board. The Board of Directors prefers that nominations be made for Board consideration at the Annual Meeting (the second Saturday of each September). Election of a nominee to the Board of Directors shall be by at least two-thirds (2/3) affirmative vote of the members of the Board of Directors.

**Section 7. Removal** - Any Board member who fails to meet the qualifications as set forth in this document is expected to voluntarily resign, or may be removed by two-thirds (2/3) vote of the Board then currently in office. Additionally, any Board member may be removed from the Board, with or without cause, by a unanimous vote of the remaining members of the Board then in office.

**Section 8. Vacancies** - Vacancies in the Board of Directors caused by the death, resignation, removal of a member, or a newly created position may be filled by election by a 2/3 affirmative

vote of the remaining Board members at the time that the vacancy occurs, provided a qualified nominee is presented for election by a sitting board member.

**Section 9. Compensation** - Members of the Board of Directors may receive reasonable reimbursement for expenses incurred in the maintenance of their duties on behalf of the organization (as approved by the President), but shall not be compensated for their service as board members. Persons who render service to the organization in some capacity other than as a member of the Board of Directors may be compensated for their services only when approved by the Board of Directors in advance.

## **Article VIII Officers**

### **Section 1. Titles**

The offices of this corporation shall consist of at least four (4) offices – President, Vice-President, Secretary and Treasurer - and shall be selected by the Board of Directors at the annual meeting, at the commencement of each school year, to carry on the business of the Board for the period of one year. Board members serving as officers do not forfeit their voting rights.

**A.** The officers shall be selected from the sitting Board of Directors.

**B.** The officers may serve an unlimited number of terms.

**Section 2. Removal** - Any officer may be removed by a minimum two-thirds (2/3) vote of the Board of Directors then in office, with or without cause.

**Section 3. President** - The President shall preside at meetings of the Board, compose Board meeting agendas, maintain relationships with other state and national home school organizations, and oversee and coordinate the business of the organization, except where specific duties are delegated by the Board to other individuals. The President, by permission of the board, may assign administrative responsibilities to another individual, whether paid or unpaid, said individual serving as a non-voting ex officio member of the Board.

**Section 4. Vice-President** - The Vice-President shall assist in the fulfillment of the duties and responsibilities of the office of President. The Vice-President shall be the presiding officer in the absence of the President and have the same authorities and powers while presiding in the absence of the President.

**Section 5. Secretary** - The Secretary shall take minutes at all Board meetings, act as custodian of all records and reports during their service as secretary, and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board. The Secretary, by permission of the Board, may assign certain of his responsibilities to another individual, whether paid or unpaid, said individual serving as a non-voting ex officio member of the Board.

**Section 6. Treasurer** - The Treasurer shall keep or cause to be kept correct and accurate accounts of the property and financial transactions of the organization and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Board. The Treasurer, by permission of the Board, may assign certain of his responsibilities to another individual, whether paid or unpaid, said individual serving as a non-voting ex officio member of the Board.

## **Article IX Committees**

**Section 1. Executive Committee** - There shall be no Executive Committee. Any and all on-going major financial, budgetary, disciplinary issues occurring between Board meetings will necessitate special meetings of the Board of Directors. This does not affect the ability of Officers to perform their ordinary duties, and the subsequent reasonable decisions that must be made in regards to ordinary and daily functions of the organization.

**Section 2. Other Committees** – Committees may be established (or dissolved) from time to time by the President of NEW FOUND or by action of the Board of Directors. Committee coordinators also may be appointed (or removed) by the President of **NEW FOUND** or by action of the Board of Directors. The purpose of all established committees is to provide services to the **NEW FOUND** community in general, to consider and report on matters assigned at the time of appointment or action, and to organize **NEW FOUND** sponsored activities. A list of all committees, and/or committee coordinators will be made available to **NEW FOUND** members. NEW FOUND may from time to time establish an Advisory Committee that will not have any authority whatsoever to bind the corporation.

**Section 3. Limitations on the Powers of Committees** - No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of any or all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

## **Article X Board of Director Meetings**

**Section 1. Regular meetings** - Regular meetings of the Board of Directors shall be held at times and places established by the Board of Directors and shall be held at least quarterly. Notice of the date, time, place or purpose of these meetings is not required.

**Section 2. Special meetings** - Special meetings of the Board of Directors may be held to conduct the business of the organization. The President may call such meetings on his own initiative but shall be obligated to call such meetings when requested to do so by three (3) or more other voting members of the Board. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Board member personally or by telephone or by mail not less than two days prior to the special meeting.

**Section 3. Quorum and Action** - There must be a quorum present in order for the Board of Directors to conduct official business. A quorum exists when at least 2/3 of members of the Board of Directors in office immediately before the meeting begins are present. If a quorum is present, action is taken by an affirmative vote of 2/3 of directors present for normal business matters. Special circumstances regarding dissolution and special conditions as stipulated in other sections of this same document are by 2/3 quorum, unless otherwise indicated in the adopted bylaws of **NEW FOUND**.

**Section 4. Conducting business by telephone** - A telephone conference call shall be considered a regular or special meeting if a quorum can be convened in the conference call such that each member involved can hear each of the other members as they speak.

**Article XI. Member Activities and Meetings**

Attendance at regular meetings, in accordance with the current Organizational Chart, is open to members and their invited non-member guests alike, with the requirement that they are completely supportive of the Mission and goals of NEW FOUND. Attendance to all events is optional to members, with the knowledge that all activities of NEW FOUND are in accordance with the stated purposes, Mission Statement, tenets and goals of the community.

**Article XII Amendments**

**Section 1. Method of Amendment** - The by-laws of ARCH Angels of South Florida Inc., hereafter known as “**The Bylaws**”, may be amended by a three-quarters (3/4) vote of the Board of Directors then in office (2/3 member quorum requirements and 2/3 vote of present board members does not apply to Amendment of bylaws). A minimum of three-quarters (3/4) of sitting Board Members must be present for quorum and a minimum of three-quarters (3/4) of sitting Board Members must approve any proposed amendment to the Bylaws for it to be adopted.

**Section 2. Articles Requiring Special Conditions for Amendment** - Notwithstanding the above provisions, Articles IV, VII, VII, VII, VIII, XII may only be amended by 100 percent approval of the sitting Board Members and no provisions for proxy voting will be allowed for any Board Member.

**Section 3.** Prior to the occurrence of a meeting for the purpose of voting on a proposed amendment to **The Bylaws**, each Board member shall be given at least two days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to **The Bylaws** and shall contain a copy of the proposed amendment.

**Article XIII Dissolution of Organization**

This organization may be dissolved and its activities closed by a three-quarters (3/4) vote of the entire Board of Directors. After payment of all bills and proper claims, remaining assets shall be disposed of in cash or in kind by transfer to a not for profit organization(s) with purpose(s) similar to those of ARCH Angels of South Florida, Inc. Such organization(s) are to be selected by the final serving Board of Directors of ARCH Angels of South Florida, Inc., prior to dissolution.

ADOPTED by the Board of Directors of NEW FOUND. on this    day of May , 2015 by:

\_\_\_\_\_ – President

\_\_\_\_\_ -President

\_\_\_\_\_ - Treasurer

\_\_\_\_\_ - Secretary

\_\_\_\_\_ - Director

\_\_\_\_\_ - Director

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