

*BYLAWS/CONSTITUTION
OF THE NEW CUMBERLAND SAINTS,
A NONPROFIT CORPORATION
REVISED March 2008*

I. ARTICLE 1 – INTRODUCTION

- A. These Bylaws constitute the code of rules adopted by New Cumberland Saints Inc. hereinafter referred to as the Corporation, for the regulation and management of its affairs.
- B. The Corporation will have the purpose or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofits Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation.

II. ARTICLE 2 – OBJECTIVE AND NAME

- A. The primary purpose of the Corporation is to instruct the youth of New Cumberland and surrounding communities in the skills of football and to operate and conduct a team for the playing of football, by the youth of New Cumberland and surrounding communities, as governed by our league boundaries. The general purposes and power of the Corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Pennsylvania, however, this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purposes of this corporation. No part of the net earnings of the corporation shall insure to the benefit of any Officer, Director or private individual.
- B. The objective of the Corporation will be to implant in the youth of the community the ideas of good sportsman, honest, loyalty, courage and respect for authority, so that they may be well-adjusted, stronger and happier youths and will grow to be good, decent, healthy and trustworthy adults. To achieve this objective, the Corporation will provide a supervised program of competitive football games. All directors, officers and members will bear in mind that the attainment of exceptional athletic skills or the winning of games is secondary to the attainment and understanding of the fundamentals of football, good sportsmanship, citizenship and the molding of future adults.
- C. The colors of the Corporation will be navy blue, white and gold.
- D. The team name of the Corporation for all football teams and cheerleading shall be “The Saints,” “Saints,” or the “New Cumberland Saints.”

III. ARTICLE 3 – OFFICERS AND AGENCY

- A. The principal place of business of the Corporation in Pennsylvania will be located at Memorial Field at 5th and Beech Avenue, New Cumberland, Cumberland County,

Pennsylvania. In addition, the Corporation may maintain other offices whether within or without the Commonwealth of Pennsylvania as its business requires.

- B. The location of the registered officers of the corporation is stated in the Articles of Incorporation. This office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of the Corporation. The Board of Directors may from time to time change address of its registered offices by duly adopted resolution and amend its Articles or file appropriate statement with the Department of State.

IV. ARTICLE 4 – MEMBERSHIP

- A. The Members of this Corporation are those persons having membership rights in accordance with the provisions of these bylaws.
- B. This Corporation will have three classes of members, which are designated as player members, board members and honorary members.
- C. The qualification and rights of the members of the membership classes of this corporation are as follows:
- D. Player Members
 1. Smurfs – Members must be at least 5 years of age as of October 1 and no more than 8 years of age as of April 30. The weight of Members must be in accordance with the limits set by the CFA.
 2. Pee Wee – Members must be no more than 9 years of age as of April 30. The weight of members must be in accordance with the limits set by the CFA.
 3. Pony – Members must be no more than 11 years of age as of April 30. The weight of Members must be in accordance with the limits set by the CFA.
 4. Midget – Members must be no more than 13 years of age as of April 30. The weight of Members must be in accordance with the limits set by the CFA.
 - a) Football Documents: Code of Ethics, Physical and Medical Information sheet must be read, signed and turned into the coach by the first practice. A copy of your birth certificate is needed for the first time participants.
 - b) The child may not be allowed to participate in practices/games until all forms are received.
 5. Cheerleaders – Members may be divided into squads. Each member must meet the requirements for eligibility as stated in Article XII. (Amended May 2006)
 6. Board Members – Any person who is 21 years of age or older and who is actively interested in furthering the objective of the Corporation may become a board member. Such person will present her/himself at any regular monthly board meeting, will inform the members why they want to join, what committee on which they will serve. Their application shall be voted on at the second meeting after the meeting in which they have presented themselves. Each person will also supply his/her address and phone number to the board of directors, which will be kept in the records of the Corporation. Player members and honorary members shall not be considered as board members. All officers, members, and other

elected or appointed officials must be active board members in good standing.
Reference to Article VII – meetings - #9 (Amendment passed 5/07)

7. Honorary Members – Any person, not a Board Member, who makes a contribution, financial or otherwise, to the Corporation may become honorary members and attend all regular Board meetings. The person will have no rights, duties or obligations in the management or in the property of the Corporation. Honorary Members will have no right to vote.
- E. Membership in this Corporation is non-transferable and non-assignable. The Board of Directors may from time to time by resolution set annual dues to be paid by any class of Members. The failure to pay dues or the failure to participate in fundraising activities or programs as established by the Board of Directors from time to time shall constitute grounds for termination of membership.
- F. Membership will terminate in the Corporation on any of the following events:
 1. Receipt by the Board of Directors of the written or verbal resignation of a Member, executed by such Member or his duly authorized Attorney-in-fact.
 2. The death of a Member.
 3. Any Officer or Board Member who misses two consecutive meetings or misses three total meetings in a calendar year without contacting an Executive Board Member prior to the meeting may cause forfeiture of his or her position on the Board. The Board shall consider all circumstances.
 4. The Board of Directors, by two-third (2/3) quorum vote, may terminate, for due cause, any Member indefinitely. Any prior member that had their membership terminated by this article must receive a two-thirds (2/3) quorum vote of the board of directors to be reinstated as a member.

V. ARTICLE 5 – OFFICERS

- A. Executive Officer: The officers of the corporation will consist of a President, Vice President, Secretary, Treasurer, Commissioner and Cheer Coordinator. The President and Vice President may not serve as a head coach/ head advisor. (Amended May 2006)
- B. Each of the executive officers of the corporation will be elected and appointed annually by the board members. Each executive officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at the annual meeting of the corporation. (Reference Article VII – Meetings - #6).
- C. The President is the Chief Executive Officer of the corporation and will, subject to the control of the Board of Directors or any Committees supervise and control the affairs of the Corporation. The President will present a report of the condition of the Corporation at the annual meeting and as such other times as the President or the Board of Directors will deem appropriate. The President will communicate to the Board of Directors such matters and make such suggestions as may, in his or her opinion, tend to promote the welfare of the corporation. The President will be responsible for the conduct of the Corporation in strict conformity to the Constitution, Bylaws, policies, principals and rules and regulations of the Corporation. The

President will preside at all meetings of the Members and Board of Directors and will include taking the official roll before each meeting. The President should also be an ex-officio member of all appointed committees. The President or such other officers as he or she may designate in writing, will have the power to make and execute for the name of the Corporation such contracts and leases as may have received the prior approval of the Board of Directors. The President will investigate complaints, irregularities and conditions detrimental to the Corporation and report thereon to the Board of Directors.

- D. Vice President: In case of the absence or disability of the President and provided he or she is authorized by the board of directors so to act, the Vice President will perform the duties of the President and other duties from time to time may be assigned to him or her by the Board of Directors or by the President. The Vice President will be the Chairperson of the By-Laws Committee and an ex-officio member of all appointed committees. The Vice President will perform any other duties that may be prescribed by the board of directors.
- E. Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws and generally perform all duties incident to the Office of Secretary and any other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned by the Board of Directors. The Secretary will conduct all correspondence not otherwise specifically delegated in connection with said meetings and will be responsible for carrying out all orders, votes and resolutions not otherwise committed. The Secretary will notify Members, Directors and Officers of their election or appointment and will also notify any regular Member of any absences as stated in Article VI, Section 5.
- F. Treasurer: The Treasurer will have charge and custody of all funds of this Corporation and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors and to the Members as required by the Board of Directors or by members or by laws. The Treasurer will prepare and present for annual review on or before the Annual Meeting to the members and the board of directors an annual report indicating the total expenditures and revenues received by the Corporation during the past year, the expenditures and revenues per Player Member and any suggestion or forecast for the ensuing year. The Treasurer will be the chairman of the budget committee.
- G. Commissioner: The Commissioner shall be responsible for the certifying the application of each player and the equipment issued and shall perform such duties as are set by the President. The Commissioner will oversee at football coaches meetings and shall inform the board of any issue detrimental to the program.
- H. Cheer Coordinator: The Coordinator shall be responsible for all cheerleading activities related to Advisor training and program development, including but not limited to preseason practices, competitions, equipment and shall perform such duties as are set by the President. The Cheer Coordinator will oversee cheerleading, Advisors and shall inform the Board of any issues detrimental to the program.
(Amended March 2008)

- I. No Executive Officer may hold more than one Executive Officer position simultaneously (amendment passed 11/05).

VI. ARTICLE 6 – BOARD OF DIRECTORS

- A. The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation.
- B. The Board of Directors of this Corporation will constitute a single class.
- C. The qualifications for becoming and remaining a Director of this Corporation are as follows:
 - 1. Directors must be a resident of the Commonwealth of Pennsylvania
 - 2. Directors must be Board Members of this Corporation
- D. The number of Board Members of this Corporation will consist of not more than forty (40) Members, to include the Executive Officers (6) and 34 other Members duly elected to serve on the Board.
- E. Forty (40) Board Members including the six (6) Executive Officers will be elected for a term of one year at the Annual Meeting. All elections of the Board Members will be by the majority vote of all the eligible voters. See Article IV – Membership – Section 3c. The term of office of all Directors will commence January 1 following the election. Any new nominees wanting to be elected to serve on the Board of Directors must submit a letter/application of intent.
- F. Any vacancy occurring in the Executive Directors and any position to be filled by reason of an increase in the number of Board Members; will be filled by a majority vote of the remaining Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in the office. However, if any vacancy occurs in the office of President by death, resignation or otherwise, it must be filled by the Vice President.
- G. The Executive Board will have the power to appoint such standing and special committees as it will determine and to delegate such powers to them as the Board of Directors will deem advisable and which it may properly delegate. The Board Members will also have the power to approve or disapprove any purchases involving and affecting the corporation as a whole or any team, squad or member as a part of the Corporation.
- H. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Corporation as it may deem proper.
- I. The Board will receive at the Annual Meeting of the members of the Corporation a report, verified by the President and Treasurer, or by majority of the Directors, showing the whole amount of real and personal property owned by it, where located and where and how invested and the amount and nature of the property acquired during the immediately preceding the date of the report and the manner of the acquisition, the date and the purpose, objects or persons to or for which such applications appropriations or expenditures have been made and the names and places of residence of the persons who have been admitted to membership in the Corporation during such year, which report will be filed with the records of the Corporation; and an abstract thereof entered in the minutes of the proceedings.

VII. ARTICLE 7 – MEETINGS

- A. Regular meetings of the Board of Directors will be held on the last Thursday of each month except October, November and December, unless a special meeting is called by the Board of Directors in accordance with Section 4 in this Article. Written/verbal advance notice of each regular meeting will be given by the secretary. The Annual Meeting (see Article VII – meetings –Section 6- regarding the definition of annual meeting) will be announced regarding date, time and location and posted at the awards banquet. The awards banquet is not considered a meeting. It is a social event only. (Amended March 2008)
- B. Meetings of the Board of Directors, regular or special will be held at such a place or places as the Board of Directors designates by resolution duly adopted.
- C. Written or verbal notification stating the place, day and hour of any regular or special meeting of the Board of Directors will be delivered to each Director not less than two (2) no more than ten (10) days before the date of the meeting either personally or by first class mail, by or at the direction of the President, or the Secretary or the Directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of this Corporation with postage prepaid. The notice need not state the business to be transacted, nor the purpose of the meeting.
- D. A special meeting of the Board of Directors may be called by either the President, Vice President or fifty percent (50%) of the Board of Directors.
- E. Attendance of a Director at any meeting of the board of directors will constitute a waiver of notice of that meeting.
- F. The Corporation will hold an Annual Meeting during the month of December of each year at which Directors and Officers will be elected for the ensuing year and reports of all officers and committees presented for approval of the membership. The place, time and date of the Annual Meeting will be determined by the Board of Directors and notice of same will be given the Board of Members and any eligible Members at least 10 days in advance thereof. (Amended March 2008)
- G. A quorum for the transaction of business will consist of not less than fifty percent (50%) of the Board of Directors. The act of the majority of the Directors present at the meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the nonprofit corporation law of 1972, the Articles of Incorporation of this Corporation, or any provision of these bylaws. Included in the quorum, the president or vice president and that of one other officer must be present.
- H. An official roll call will be taken by the President/Secretary before each meeting. Such roll call will be signed by the President and turned over to the Secretary to be placed in the minutes and later kept as permanent record.

Each Board Member will be entitled to one vote on each matter submitted to a vote of the Board. Player Members and Honorary Members will have no right to vote. Personal matters should be voted by paper ballots. All other matters shall be voted on at the discretion of the Board. Any member not in good standing will lose all voting privileges for remainder of the calendar year. (Amended March 2008)

- I.
- J. The President will cast his or her vote only in case of a tiebreaker and in the case of the election of the President.
- K. Proxy votes will not be permitted.
- L. Roberts Rule of Order will govern the proceedings of all meetings, except where it conflicts with the Constitution of the Corporation.

VIII. ARTICLE 8 – INFORMAL ACTION

- A. Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law of 1972, the Articles of Incorporation of this Corporation of these Bylaws, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.
- B. Any action required by law or under the Articles of Incorporation of the Corporation or these Bylaws or any action which otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with respect to the subject matter of the consent, or all Directors in office, and filed with the Secretary of the Corporation.

IX. ARTICLE 9 – NOMINATING COMMITTEE

- A. The President with the concurrence of the Board of Directors, will appoint a Nominating Committee no later than the October meeting, consisting of the persons who will accept and consider eligible candidates and submit at the annual (December) meeting a slate of candidates for the Board of Directors and Officers will be created for the upcoming year and polling of the intent of all current Board Members.
- B. Nominations will be open from the floor at the time of the Annual (December) Meeting for Executive Officer positions. (Amended March 2008)

X. ARTICLE 10 – COACHES/ADVISORS

- A. Head Coaches/Head Advisors applications will be available from the Commissioner/Cheer Coordinator up to one (1) week prior to the beginning of the March Meeting. It shall be the responsibility solely of the Commissioner to choose the Head Football Coaches. It shall be the responsibility solely of the Cheer Coordinator to choose the Head Cheer Advisors. Selections shall be presented to the Board at the March meeting at which time the Board of Directors may overrule a selection with 2/3 (two-thirds) quorum vote. (Amended March 2008)
- B. The Head Coaches'/Head Cheerleading Advisors' primary duty will be to instill the objectives of this Corporation into their Player Members. Any Coach/Advisor whose actions are contrary to the objectives of the Corporation may be dismissed by a 2/3 (two-thirds) quorum vote of the Board of Directors. In the event of a vacancy in a

head football coach position, the Commissioner will select a replacement. In the event of a vacancy in a head cheer advisor position, the Cheer Coordinator will select a replacement. (Amended August 2006)

- C. The Coach's/Advisors duties will also be to recommend to the Commissioner/Coordinator any additional supplies which may be necessary as a precautionary safety measure.
- D. Head Coaches/Advisors or representatives from each squad are required to attend monthly meetings in season (July-November)
- E. Head coaches' term will last two (2) years (Amendment 2/04)

XI. ARTICLE 11 – PURCHASING/BUDGET COMMITTEE

- A. Equipment Purchasing/Budget Committee will consist of the Executive Committee. Their responsibility will be to obtain bids for major purchases over two hundred and fifty dollars (\$250) and present those bids to the Board of Directors for approval. Any reasonable purchase made by a board member under \$250 will not require board approval so long as purchase and amount is pre-approved by the Treasurer and appropriate funds are available. (Amended August 2006).
- B. Cheer Events and Concession Stand Committee funds do not need to be approved as long as sufficient funds exist in their accounts since they are self-funded (Amendment passed 4/26/07).

XII. ARTICLE 12 – CHEERLEADERS

- A. Eligibility: Squads shall be divided as follows: (Amended June 2006)
 - 1. Smurfs: Members must be at least 5 years of age as of October 1 and no more than 8 years of age as of April 30. All squads will cheer at all home and away games.
 - 2. Pee Wee: Members must be no more than 9 years of age as of April 30. All squads will cheer at all home and away games.
 - 3. Pony: Members must be no more than 11 years of age as of April 30. All squads will cheer at all home and away games.
 - 4. Midgets: Members must be no more than 13 years of age as of April. All squads will cheer at all home and away games.
- B. Try-outs and the number of Members on each shall be determined yearly by the Cheerleading Staff and approved by the Board of Directors.
- C. Competitions: the scores from try-outs and the availability of uniforms shall determine the competitions squads. It shall be up to the Head Coach as to whether the squad is able to participate in a competition.
- D. Documents: The Code of Ethics and Medical Information sheet must be read, signed and turned into the Advisor by the first practice. A copy of a birth certificate is needed for the first time participants. The child will not participate in any practices or games until all forms are received.

XIII. ARTICLE 13 – OPERATIONS

- A. The fiscal year of this Corporation will be the calendar year.
- B. Except otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of this Corporation will be signed by the Treasurer. Contracts, leases or instruments executed in the name of an on behalf of the Corporation will be signed by the Secretary and countersigned by the President and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.
- C. This Corporation will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its members, the Board of Directors. The Corporation will keep at its principal place of business a membership register giving the names, addresses, classes and other details of the membership of each Member and the original or copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.
- D. All monies received will be deposited promptly to the credit of the Corporation in a local bank as determined by the Board of Directors. Such account will be termed the general fund of the corporation. All expenditures will be drawn from the general fund and any disbursements will be made by check.
- E. All books and records of this Corporation may be inspected by any Regular Member or his agent or attorney for any purpose at any reasonable time on written demand under oath stating the purpose of the inspection. A Committee appointed by the President will audit the financial record annually.
- F. Corporation will not have or issue shares of stock. This means no dividend will be paid and no part of the income of this corporation will be distributed to its Members, Directors or Officers.
- G. This Corporation will make no loans to any of its Directors, Officers or Members.

XIV. ARTICLE 14 – AMENDMENT

- A. The power to alter, amend or repeal these Bylaws or to adopt new Bylaws to the extent allowed by law is vested in the Board of Directors. All proposed changes approved by the Bylaws Committee should be submitted in writing to the Board of Directors at a regular meeting only for discussion and approval. Proposed changes must be approved by the majority vote at said meeting. Notice of a Bylaws/Constitution change for ratification must be given to all board members prior to the next regular meeting. All approved proposed changes must be voted on at the next regular meeting.
- B. This Bylaw/Constitution will become binding upon all the Members of the Corporation after due notice if the presentation of same has been given in advance to the Board of Directors and after this Constitution has been ratified and approved by a 2/3 (two-thirds) quorum vote of all Board of Directors present at the Corporation meeting.
- C. Adopted by the incorporators by unanimous vote on November 1, 2001 at New Cumberland, PA

D. These Bylaws will become effective November 1, 2001 or the date each revision was ratified, whichever comes first and be in effect until further notice of changes.