FRANKLIN

REGIONAL

FOOTBALL

BOOSTER

CLUB INC.

BYLAWS

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**Article I - Organization**

1.1 The name of this organization shall be the Franklin Regional Football Boosters Club Inc., herein after referred to as the Corporation.

# Article II - Purpose of the Corporation

2.1 The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

2.2 In carrying out this purpose, the Corporation hopes to support and foster the football program of the Franklin Regional School District. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its Members, trustees, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.



2.3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

# Article Ill - Members

3.1 The Membership of the Corporation shall consist of any parent or guardian of a student on the active roster of a Franklin Regional School District sponsored football team. (Any such student will hereinafter be called a "player.") The Corporation may have up to two Members per player.

3.2 A Member will be assessed yearly dues in an amount deemed necessary to fulfill the yearly budget, which would be decided by a majority vote of the Officers.

The dues will be assessed per player, not per Member.

3.3 Only Members whose dues are current with any required paperwork submitted shall be considered a Member in good standing.

3.4 Only Members in good standing are entitled to participate and vote in the general meetings and each such Member is entitled to cast one vote. No Member shall have the right to vote by proxy. The Members present at any duly called meeting shall constitute a quorum for the conduct of business.

# Article IV - Meetings

4.1 Meetings of the Members shall be held at least four (4) times per year, at a time and place to be fixed by the officers of the Corporation. Notice of the Members Meetings shall be announced and communicated by email and on the Corporation website at least three (3) days before or in writing by regular mail at any time before the scheduled meeting.

4.2 Special meetings of the Members may be called by the President, the Officers, or by petition of twenty-five (25) Members of the Corporation to be held at such time and place as the President may designate, but in no event more than ten (10) days from the date of receipt in the case of a meeting called for by petition, for the transaction of any business that cannot be delayed until the next regular meeting. Notice of said Special Meetings shall be announced and communicated by email and on the Corporation website at least two (2) days before the meeting. Any vote of the general Membership shall require a simple majority of votes cast by Members present for passage.

# Article V – Officers

5.1 The Corporation shall have the following Officers: President, Vice-President,

Treasurer, Secretary, Fundraising Coordinator and Middle School Liaison. The Officers shall be elected by the Members at the Member meeting prior to the football banquet or at such other properly convened Member meeting as the Officers shall designate.

President:

The President shall be a Member in good standing and a parent of a rising Junior or Senior player who shall be the principal executive officer of the corporation and will generally supervise and control all the business and affairs of the Corporation. The President may sign, with the Secretary or other appropriate Officer, any deeds, mortgages, bonds, contracts, or other instruments which the Officers have authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by these

By Laws or by statute to some other Officer or representative of the

Corporation. The President will perform all duties incident to the office and such other duties as may be prescribed from time to time.

Vice President:

The Vice President shall be a Member in good standing and a parent of a rising Junior or Senior player who shall, in the absence of the President or in the event of the President's inability or refusal to act, perform the duties of the President and, when so acting, will have all the powers of and be subject to all the restrictions of the President. The Vice President will perform such other duties as from time to time may be assigned by the President.

Treasurer:

The Treasurer shall be a Member in good standing who keeps a complete record of the Corporation's income and expenditures, receives and accounts for all monies of the Corporation, pays all bills incurred; prepares and presents financial reports and a proposed budget. The Treasurer prepares a final report at the end of the fiscal year for submission to taxing authorities. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President.

Secretary:

The Varsity Secretary shall be a Member in good standing who shall serve as and be referred to as the "Secretary" of the Corporation. The Secretary takes and keeps the minutes of all Officer and Member Meetings. The Secretary shall work with the President to see that notice is provided in accordance with these by-laws for all meetings. The Secretary shall be the custodian of the corporate records and the seal of the corporation

and shall see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with these by-laws. The Secretary shall keep a register of the contact information for each Member which shall be furnished to the Secretary by such Member. The Secretary shall also perform all duties incident to the office of Secretary and such other duties as may be assigned by the President.

Fundraising Coordinator:

The Fundraising Coordinator shall be a Member in good standing who will organize and execute events approved by the Board to raise money in support of the Franklin Regional Football Team. The expectation is that no less than three (3) such events occur in a calendar year. They also may design promotional materials and increase awareness of the organization's work, goals, and financial needs. The Member will represent the Franklin Regional Football Team in a positive manner while conducting fundraising affairs.

Middle School Liaison:

The Middle School Liaison shall be a Member in good standing who is the parent/guardian of a Middle School player. The Middle School Liaison shall work with the President to ensure good communication between the Middle School and Varsity football programs. The Middle School Liaison shall also perform such other duties as may be assigned by the President.

Social Media Coordinator/Member at Large:

On an annual basis, the Booster Executive Board has the authority to add or subtract Member(s) at Large. The term for Member(s) at Large shall be (1) year. The Member at Large role will be under the direction of the Executive Board. The Member at Large may be filled by one or two members to fulfill duties such as attending meetings, serving on committees, mentoring to new board members, serving on special projects, succession planning. The Social Media Coordinator will fulfill this Member at Large role and will be a Member in good standing who shall serve as the facilitator for showcasing the Franklin Regional Football Team in a positive manner on social media platforms such as Facebook, Instagram, and the Home Teams Online website.

5.2 The Officers shall have the power to manage the affairs of the Corporation. When voting on matters brought before the Officers, each Officer will have one vote except the Middle School Liaison.

5.3 Nominations for President shall be made at the meeting prior to the annual football banquet or at such other time as is convenient. Any Member in good standing can make a nomination. Elections shall be held before December 31st of each year. All Officers shall serve a one-year term, serving from January 1st to December 31st each year. Each Officer shall hold office until a successor has been established. Only one family member may concurrently serve as an Officer of the Corporation. In the event an Officer is unable to complete a full term, the office will be filled by the majority vote of the remaining officers. If the Officers are unable to fill the office, then a special meeting shall be called, and the Members shall fill the vacancy. A Member in good standing will fill the vacant office.

5.4 No Officer or Member may vote upon a matter in which he or she has a direct financial interest or conflict of interest. No Officer may vote upon a matter in which he or she has a business or family relationship not common to all Members. Immediately upon becoming aware that such a conflict exists, an Officer must disclose such conflict, withdraw from further deliberation, and refrain from voting on the matter.

5.5 Officers may be eligible for re-election in accordance with the bylaws. There is no limit to the number of terms served.

5.6 An Officer can be removed from office with a majority vote of the current board whenever it is judged that the best interests of the Franklin Regional Football Boosters would be better served thereby; such removal should be without prejudice to the rights, if any, of the person so removed.

5.7 As representatives of the Franklin Regional Football Boosters Club, board members shall conduct themselves morally, ethically, and professionally.

5.8 If a board member consistently fails to comply with these bylaws and standing rules, the board reserves the right to remove that member from office based on two thirds (2/3) vote of the board members. A board member who has failed to comply with these bylaws and has been removed from office by a majority vote will not be eligible for re-election.

5.9 Upon expiration of the term of office, or in case of resignation, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining to the office and shall return to the treasurer, without delay, all funds/receipts pertaining to the office.

**Article VI — Indemnification**

6.1 No Officer shall be personally liable for monetary damages for any action taken as an Officer, or for failure to act as such, unless the director has breached or failed to perform the duties of the office under Section 8363 of the Pennsylvania Directors' Liability Act (42 Pa. C.S., Section 8363) and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. To the fullest extent permitted by law, the Corporation shall defend, indemnify and hold harmless any person made a party to any action suit or proceeding by reason of being any officer or committee Member of the Corporation (individually an "Indemnitee" and collectively "Indemnities") from and against any and all liabilities and all reasonable expenses, including attorney's fees actually and necessarily incurred in connection with defense of such action, suit or proceeding or in connection with any appeal therefrom, as and when incurred, except in relation to matters as to which it shall be judged in such action, suit or proceeding that an Indemnitee is liable for self-dealing, fraud, willful dereliction of duty or gross misconduct in the performance of any delegated responsibility or designated duty. The Indemnitees shall notify the Corporation immediately in writing with respect to any such action, suit, or proceeding for which indemnity is sought pursuant to this Article.

# Article VII- Amendments

7.1 These by laws can be amended at any duly convened meeting of the Officers. Any proposed amendment to the by-laws must be provided in writing to the Officers with the notice of a meeting. Proposed amendments will be taken under consideration by the Officers and can be approved by a majority vote of the Officers. A copy of the amendment(s) shall be available to the Members at the next Member meeting or upon request.

# Article VIII - Fiscal Year

8.1 The Fiscal Year shall begin on January 1st and end on December 31st. The current Treasurer is responsible for closing the books for the current fiscal year.

# Article IX — Finance, Books and Records

9.1 Checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation be signed by the treasurer and cosigned by the president or secretary; or such two Officers as the Officers otherwise may determine. Any outlay of funds by the Corporation must be documented with receipts and appropriate documentation. All receipts should be submitted to the treasurer within 30 days of the event.

9.2 The Officers may authorize any officer or officers, agent, or agents of the Corporation, in addition to the Officers so authorized by these by-laws, to enter any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

9.3 The Officers may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purpose of the Corporation.

9.4 The books and records of the Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

9.5 A website will be maintained by the Officers for the purpose of player registration, information sharing, etc. The administrative password will be held by the President and Secretary. For security purposes, other individuals will be granted administrative access only after an affirmative vote of the Officers.

# Article X - Player Reserve Fund

10.1 A Player Reserve Fund has been established to help defray the expenses of WPIAL and PIAA playoff successes. These funds are to be used only as needed for such purposes as determined by the Officers in accordance with these by-laws. Funds, if any, greater than $11,000 in the operating account of the Corporation as of January 31st shall be transferred to the Player Reserve Fund. The yearly dues shall include $25 per player which will be transferred to the Player Reserve Fund at a time designated by the Officers but, in any event, prior to the first varsity football game of the season.

# Article XI - Dissolution or Disbandment

11.1 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to the Franklin Regional School District so long as it qualifies as a lawful recipient under the then current federal tax code, otherwise to a qualifying exempt charitable organization within the boundaries of the Franklin Regional School District. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of Westmoreland County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amended and Approved by Executive Board – October 25, 2022.