

## BY-LAWS

### SOUTH ALLEGHENY YOUTH FOOTBALL ASSOCIATION

#### ARTICLE I

##### OFFICES AND FISCAL YEAR

Section 1.01. Registered Office. The registered office of the Corporation shall be located at 1024 Monroe Avenue, Borough of Port Vue, Allegheny County, Pennsylvania. The mailing address of the Corporation shall be P.O. Box 353, Glassport, PA 15045.

Section 1.02. Other Offices. The Corporation may have such other offices or quarters as may, by the Board, be deemed necessary or convenient to the carrying on of the purposes for which the Corporation is organized and such other offices may be discontinued at the discretion of the Board.

Section 1.03. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December of each year.

#### ARTICLE II

##### PURPOSE OF THE CORPORATION

Section 2.01. Generally. The primary purpose of SOUTH ALLEGHENY YOUTH FOOTBALL ASSOCIATION ("S.A.Y.F.A." or "Corporation") is to provide area young people the opportunity to participate in sports in their own community, in an educational and supportive environment. Young people from South Allegheny and surrounding communities between the ages of 6 and 14 will be able to improve their fitness level, coordination and self-esteem while learning important concepts such as discipline, fairness and teamwork that will serve them well both academically and personally in later life. The S.A.Y.F.A. shall be composed of youth football and youth cheerleading programs. S.A.Y.F.A. is a non-profit Corporation located in the South Allegheny School District.

Section 2.02. Objectives. The goals and objectives of the S.A.Y.F.A. are as follows:

- A. To promote good sportsmanship, discipline, honesty, integrity, and reverence in a safe playing environment.
- B. To teach basic fundamental skills of football and cheerleading.
- C. To encourage scholastic excellence as well as athletic achievement in anticipation of higher education.

- D. To assure that each youth is given the opportunity to develop athletic skills during practices and through game experiences without prejudice and to enhance character and sportsmanship with winning and losing.
- E. To provide capable and dedicated coaches and sponsors of sound moral character.

### ARTICLE III

#### BOARD OF DIRECTORS

**Section 3.01.** *Powers.* The Board shall have full power to conduct, manage, and direct the business and affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the Board.

**Section 3.02.** *Qualification and Selection.* Each director of the Corporation shall be a natural person of full age. In the case of vacancies, new directors shall be selected by the Board to fill the vacant Board position until the expiration of that term; Provided, however, that no person may be appointed to the Board that has a spouse currently on the Board.

**Section 3.03.** *Number and Term of Office.* The Board shall consist of fifteen (15) directors as may be determined from time to time by resolution of the Board. Each director shall hold office for two (2) years and until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal. Terms of Board members expire on the first Monday in January. Board members may succeed themselves. The Board shall consist of each of the named Elected Officials, as set forth below, plus ten (10) individual trustees. In the event that an Elected Officer or Trustee refuses appointment to the Board, the remaining members of the Board shall have the right to appoint any current member of the Corporation, so long as such appointment does not conflict with any other provision of these By-Laws.

**Section 3.04.** *Organization.* At every meeting of the Board, the chairman of the Board, if there be one, or, in the case of a vacancy in the office or absence of the chairman of the Board, one of the following officers present in the order stated: the vice chairman of the Board, if there be one, the President, the Vice President, or a chairman chosen by a majority of the directors present, shall preside, and the Secretary, or in his absence, any person appointed by the chairman of the meeting, shall act as Secretary.

**Section 3.05.** *Officers.* The Officers of the Corporation shall consist of a President, Vice President, Financial Secretary, Treasurer and Recording Secretary. Once elected by the members of the Board, the President, Vice President, Financial Secretary, Treasurer and Recording Secretary will serve for a two year term, with no limitation as to succession by re-election, or until a replacement is selected by a vote of a majority of the Board at the expiration of such term. The terms of office for President and Secretary shall alternate with the terms of office for Vice-President and Treasurer. Nominations and elections of Officers shall be conducted during the regularly scheduled meeting of the Corporation in October. Members who are nominated for

office must be present at the time of nomination and must be in good standing with the Corporation. Newly elected Officers shall assume the duties of their respective office on January 1st of the following calendar year.

**Section 3.06.** *Committees and Subcommittees.* The Board may also form committees and/or subcommittees that review, investigate, and report to the Board on particular issues concerning the Corporation. The committees will be used to make recommendations to the Board on actions to be taken. Members of the committees do not necessarily have to be Board members.

The Board shall have the power to establish such other committees as they deem necessary to assist them in conducting the business of the Corporation.

The Board shall appoint all committee chairpersons, whose duties shall include the following: (a) assist in the formulation of the committee; (b) direct activities to meet the challenges of the committee; (c) report all committee activities to the Board; and (d) in the event of a special fundraiser, the chairperson shall collect revenues and be responsible for said revenue until it is turned over to the Treasurer.

**Section 3.07.** *Vacancies.* If a vacancy occurs on the Board due to death, disqualification, resignation, or removal of a member, the Board shall appoint a successor to fill the unexpired term in accordance with the remaining provisions of these By-Laws..

**Section 3.08.** *Removal.* A Board member may be removed by a vote of the majority of the Board, after at least ten (10) days notice and a hearing by the Board.

**Section 3.09.** *Attendance.* Unless excused by the Board, a member of the Board who fails to attend three (3) consecutive meetings of the Corporation may be removed.

**Section 3.10.** *Qualifications.* A Board member must be a member in the Corporation.

**Section 3.11.** *Officers, Employees, Agents and Attorneys.* The Board may appoint any officers, agents, and attorneys to represent it and for it in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact under Pennsylvania law.

The Board has full power to devise its own administrative framework and hire its own employees.

## ARTICLE IV

### POWERS AND DUTIES OF THE BOARD AND OFFICERS

**Section 4.01.** *Board.* The Board shall have the power and responsibility to conduct the business of the Corporation with all attendant powers and rights to effectuate its stated purposes. The Board, without limiting its general Authority, may:

- (a) approve by appropriate resolution the purchase, sale, lease, mortgage, encumber or pledge real estate and other corporate assets or borrow money for that purpose;
- (b) establish, maintain or discontinue bank accounts as it deems necessary;
- (c) invest the funds of the Corporation as it deems necessary and prudent;
- (d) have control over the appropriation of funds;
- (e) apply for, receive and maintain grants;
- (f) purchase, acquire, sell and lease real property;
- (g) carry out the policies of the Corporation;
- (h) carry out and enforce the By-Laws of the Corporation;
- (i) recommend changes or amendments to these By-Laws;
- (j) invite interested persons to attend meetings and apply for membership to the Corporation;
- (k) ensure the integrity of the Corporation.
- (l) carry out and enforce the Coaches' and Sponsor's Codes of Conduct;
- (m) approve all Head Coach applications; and
- (n) set registration fees.

The Board is hereby invested with all the powers possessed by the Corporation itself insofar as this delegation of authority is not inconsistent with the laws of the Commonwealth of Pennsylvania.

**Section 4.02. *President.*** The President shall be the principal executive officer of the Corporation and subject to the control of the Board; the President shall, when present, preside at all meetings of the Board. The President shall supervise the duties of all of the elected Officers. The President, in conjunction with the Vice-President, Financial Secretary and Treasurer, may co-sign, execute and deliver any deeds, mortgages, bonds, notes, leases, contracts and other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or shall be required by law to be otherwise signed or executed. The President shall have the authority to cast any tie-breaking vote or call for ballot votes and may also call special elections to fill vacancies that may occur.

**Section 4.03. *Vice-President.*** The Vice-President shall act as and advisor to and assistant of the President and will perform the duties of the President in the absence that Officer. The Vice-President shall be responsible for performing the duties of the President until the next election of officers if the President is unable to serve a full term. The Vice-President, in conjunction with the President, Financial Secretary and Treasurer, may co-sign, execute and deliver any deeds, mortgages, bonds, notes, leases, contracts and other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or shall be required by law to be otherwise signed or executed. The Vice-President shall also be a joint custodian of the Corporation's safety deposit box with the Financial Secretary as described below. The Vice-President shall also perform other appropriate duties assigned by the President or the Board.

**Section 4.04.** *Financial Secretary.* The Financial Secretary shall obtain and be custodian of, in conjunction with the Vice-President, a safety deposit box in which the valuable records of the Corporation are kept secure. The Financial Secretary, in conjunction with the President, Vice-President and Treasurer, may co-sign, execute and deliver any deeds, mortgages, bonds, notes, leases, contracts and other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or shall be required by law to be otherwise signed or executed. The Financial Secretary shall also attend to all correspondences of the Corporation.

The Financial Secretary shall perform other appropriate duties assigned by the President or the Board.

**Section 4.05.** *Treasurer.* The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board or in the absence of such designation as he may select; and (c) in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine.

The Treasurer shall be accountable to the Board for all matters pertaining to this office or conduct thereof and shall submit an up-to-date financial statement at all scheduled membership meetings. The Treasurer, in conjunction with the President, Vice-President and Financial Secretary, may co-sign, execute and deliver any deeds, mortgages, bonds, notes, leases, contracts and other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or shall be required by law to be otherwise signed or executed.

The Treasurer and two signers shall have charge of the funds of the Corporation and such monies may only be withdrawn by check signed by two (2) of any three (3) officers appointed by the Board of Directors. The Treasurer may make any payment of Corporation bills that are less than two hundred dollars (\$200.00) and approved by the Board of Directors without a full membership vote. However, any expenditure in excess of two hundred dollars (\$200.00) must be approved by a majority of the Corporation members at a regular monthly meeting. The Board of Directors may waive this requirement only in case of an emergency.

The Board shall have authority to delegate to an Assistant Treasurer the duties of financial management of the Corporation.

**Section 4.06.** *Recording Secretary.* The Recording Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the

Corporation and 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; (d) keep a Membership List of the post office address of each member which shall be furnished to the Secretary by such member; (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board.

The Board shall have the authority to delegate to an Assistant Secretary the duties of the Secretary.

**Section 4.07. Trustees.** The Trustees of the Corporation shall: (a) perform specific duties as assigned by the Board; (b) perform duties to efficiently aid in the management and operations of the Corporation; and (c) Audit the books of the Financial Secretary and Treasurer at least once a year and give a report at a regularly scheduled monthly meeting.

## ARTICLE V

### MEETINGS

**Section 5.01. Meetings of the Board.** The Board shall meet at least ten (10) times per year or additionally as often as they deem necessary to conduct the business of the Corporation. The Board shall meet on the second (2<sup>nd</sup>) Wednesday of each month, unless otherwise posted, at the South Allegheny Elementary School, the principal office of the Corporation, or such other place as the Board may determine. Meetings will conform to Roberts Rules of Order, which shall govern the proceedings of all regularly scheduled meetings and special meetings.

Special meetings of the Board may be called by the President or upon written request to the President by two (2) members of the Board. Notice of such meetings shall be given to the members of the Corporation and to each member of the Board at least seven (7) days prior to such meeting.

Additionally, all incumbent Head Coaches and Cheerleader Sponsors must attend no fewer than five (5) of the ten (10) monthly meetings held by the Corporation as of the date of their appointment as a Head Coach or Cheerleader Sponsor. Furthermore, all Assistant Coaches and Cheerleader Sponsors will be expected to attend all meetings during the actual athletic season.

All disciplinary action will be reviewed and carried out by the Board at a regularly scheduled monthly meeting.

**Section 5.02. Quorum.** Quorum shall consist of a majority of the actual number of Board Members for the purpose of organizing and conducting business of the Board. All action may be taken by a majority vote of the members present. The Board has full authority to manage the properties and business of the Corporation. It can prescribe, amend and repeal By-Laws and rules and regulations.

**Section 5.03.** *Notice.* Any notice required by these By-Laws may be delivered by mailing to the certified address of the Member or the President at the address contained in the Membership List or by facsimile to a member provided by such member. Any notice required by these By-Laws may be waived by the person entitled thereto, either before or after such notice was required, providing such waiver is in writing and filed with the record of such meeting. However, actual attendance by a Member or the President at any meeting shall constitute a waiver of notice as effectual as a written waiver.

## ARTICLE VI

### CORPORATE CAPABILITY

**Section 6.01.** *Staff.* The Corporation may employ professionals including attorneys and accountants and such other individuals as they deem necessary to carry on the purposes of the Corporation. Compensation for these services shall be determined by the Board.

## ARTICLE VII

### MEMBERSHIP REQUIREMENTS

**Section 7.01.** *Generally.* Any person eighteen (18) years of age or older who has an interest in the purposes and objectives of the Corporation can become a member by applying for membership at a regularly scheduled monthly membership meeting. Parents and/or legal guardians of participants become members upon payment of a registration fee for any program or activity sponsored by the Corporation. In order to be eligible to vote on proceedings pertinent to the Corporation, members must have attended five (5) meetings within one calendar year and they must be in good standing with the Corporation. Also, any person recognized as an official coach within the S.A.Y.F.A., either for football or cheerleading, must attend five (5) meetings within one calendar year and must be in good standing with the Corporation.

Furthermore, to be nominated for and elected to an office within the Corporation, a member must have attend five (5) general membership meetings during the previous calendar year and five (5) of the ten (10) meetings during the current calendar year. A member in good standing is a person who adheres to the purposes and objectives of the Corporation and who does not have outstanding registration fees or other debts owed to the Corporation. All Officers, Directors, Coaches, Sponsors, Committee Members or candidates for these purposes must be members of the Corporation.

**Section 7.02.** *Member Responsibilities.* All members of the Corporation are generally responsible for the following: (1) field preparation on game days; (2) concession stand operation; (3) banquet preparation and presentation; (4) gate activities; (5) clean up on game days; (6) fund raisers; and (7) picture committee, if adopted. It shall be the sole responsibility of a member who is assigned to a specific duty to find a replacement, if necessary.

**Section 7.03.** *Official Contact.* Only Officers and Directors of the Corporation are authorized to communicate with the administration of the South Allegheny School District

relative to needs of the Corporation. If a coach, sponsor, or member wishes to address any question or concern that requires direct implementation from the South Allegheny School District, those requests must be brought directly to the Board. The Corporation shall designate a spokesperson to speak directly to the administration on its behalf. Other than the governing body, no coach or sponsor has the authority to represent the interests and concerns of the Corporation to the administration of the South Allegheny School District.

## ARTICLE VIII

### FINANCIAL POLICIES

**Section 8.01.** *Generally.* No Officer, Director, Coach, Sponsor or Member shall gain any profit whatsoever from their affiliation with the Corporation. All funds will be deposited in a checking account with a banking institution named by the Board of Directors, and disbursement from said account should be made only by approval of the Corporation in accordance with these By-Laws. The checking account will be designated according to the name of the Corporation as officially registered on Form SS-4 with the Department of Treasury, Internal Revenue Service. The Treasurer and another Officer must sign all checks and disbursements. A second Officer who has approval by the Corporation and registers a signature card may sign checks and disbursements if the Treasurer is unavailable.

All revenues collected, for any reason, shall be turned over to the Treasurer. Failure to surrender money belonging to the Corporation by anyone associated with the Corporation will result in that individual's removal as a member from the Corporation with the possibility of the institution of legal proceedings. The President or the Treasurer of the Corporation or, in the event of a special fundraiser, the appointed Chairperson of that fundraiser, shall collect all revenues pertaining thereto. A written receipt will be issued upon request.

No persons, other than those approved by the Corporation, shall make any purchases on behalf of the Corporation. Any request for a purchase must be submitted to and approved by the Corporation before a disbursement will be made. Any person making purchases under the official name of the Corporation without prior approval of the Corporation shall be individually liable for such purchases.

The Corporation will have three (3) bonded Officers: President, Vice-President, and Treasurer in the amount of thirty thousand dollars (\$30,000.00).

## ARTICLE IX

### INSURANCE

**Section 9.01.** *Generally.* All participating personnel will be covered by insurance.



## ARTICLE X

### PENALTIES

**Section 10.01.** *Generally.* The Board shall have the right to assess any penalty they deem necessary to protect and preserve the Corporation, other than penalties that have already been established by these By-Laws. In the event an Officer, Coach, Sponsor, or Game Official is attacked by a spectator or family member of a participating youth, the following penalties will apply: 1) The offending person or persons will be immediately expelled from activity; and 2) in the event the offending person or persons is/are a family member of a participating youth, the offending person or persons will be expelled as members of the Corporation and the participant youth shall be expelled and ineligible to participate in Corporation activities.

## ARTICLE XI

### PROGRAM REQUIREMENTS

**Section 11.01.** *Football.* S.A.Y.F.A. will sponsor a football program for youths in the South Allegheny School District. Age restrictions and weight limitations will be determined by league representatives and personnel.

**Section 11.02.** *Cheerleading.* S.A.Y.F.A. will sponsor a Cheerleader program for youths in the South Allegheny School District. Each football division shall be represented by a respective cheerleading squad.

**Section 11.03.** *Authority.* S.A.Y.F.A. has authority over its members, adult participants and volunteers, and youth participants with any official connection therewith when said group(s) or individual(s) are in violation of published rule or regulation. S.A.Y.F.A. has authority over any group, individual, and/or member under this Section where said group, individual, and/or member pursues a course of conduct that would be considered detrimental to the integrity and reputation S.A.Y.F.A.

## ARTICLE XII

### PROGRAM EQUIPMENT

**Section 12.01.** *Generally.* All equipment and uniforms are the property of S.A.Y.F.A. and shall be immediately returned to the Corporation at times deemed necessary by the Board. The issuance of equipment and/or uniforms to a program participant does not transfer ownership of such equipment and/or uniform to the participant. Returning equipment and uniforms is the responsibility of the program participant and their parent or legal guardian. Failure to return all issued equipment and uniforms will result in a dollar cost assessment to the parent or legal guardian in addition to any legal action deemed necessary by the Board. In the event the equipment, uniform, or the dollar cost assessment for such items is not returned by the annual December meeting, the member and the program participant will not be permitted to participate in S.A.Y.F.A. programs in the future.

## ARTICLE XIII

### HEAD COACHES AND CHEERLEADER SPONSORS

**Section 13.01. Responsibilities.** Head Coaches and Cheerleader Sponsors must abide by the following: (1) They shall adhere fully to the mission of the Corporation; (2) They shall not violate the "Code of Conduct" as written and established by the Corporation; (3) They shall perform all duties specified herein under Article XIII, Section 13.02; and (4) They shall attend no fewer than five (5) General Membership meetings each year. Any Head Coach or Cheerleader Sponsor wishing to resign their position must submit a letter of resignation to the Board within a reasonable period of time. The Board shall terminate Head Coaches and Cheerleader Sponsors who violate the "Code of Conduct," fail to perform all required duties stated herein, or pursue a course of action that is detrimental to the integrity and reputation of the Corporation.

**Section 13.02. Duties.** The duties of each Head Coach and Cheerleader Sponsor are as follows:

1. All Head Coaches and Cheerleader Sponsors are responsible for formulating and updating their respective rosters.
2. Head Coaches are responsible for having their current rosters available on each game day.
3. Head coaches are responsible for enforcing the "Code of Conduct" on all assistants and players.
4. Cheerleader Sponsors are responsible for enforcing the "Code of Conduct" on all assistants and cheerleaders.
5. Head Coaches or Cheerleader Sponsors who fail to attend at least five (5) of the ten (10) Membership meetings of the Corporation during a calendar year from the date of their appointment shall not be considered a member in good standing and could be asked to resign by the Board.

## ARTICLE XIV

### AMENDMENTS

**Section 14.01. Generally.** The Board may, by affirmative vote of a majority of the Board, repeal or amend these By-Laws, or any part thereof, or adopt new or additional By-Laws. Proposals to change the By-Laws shall be read at two (2) regular meetings and never within four days of one another. A vote to accept or reject the proposal shall be taken at the third (3rd) consecutive meeting. A majority of the quorum is required for any action to be taken. In the event a majority vote is not reached, the By-Laws shall remain intact.

## ARTICLE XV

### MISCELLANEOUS PROVISIONS

**Section 15.01.** *Fiscal Year.* The Corporation's fiscal year shall begin on January first for each calendar year and end December thirty-one of each calendar year.

**Section 15.02.** *Indemnification.* Every person who is or has been a President or Officer of the Corporation shall be indemnified by the Corporation against all liability and related expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be a party defendant or with which he may be threatened arising from or by reason of his being or having been a President or Officer in the conduct of his responsibilities with the Corporation, provided such actions do not represent the willful or intentional misconduct of said person. There shall be no compensation paid to any President or Officer of the Corporation for his services and no reimbursement for expenses without the prior approval of the Board.

**Section 15.03.** *Seal.* The Corporation shall have a corporate seal which shall have inscribed around the circumference thereof "SOUTH ALLEGHENY YOUTH FOOTBALL ASSOCIATION" and elsewhere thereon shall bear the words "Corporate Seal."

## ARTICLE XVI

### DISSOLUTION OF THE CORPORATION

**Section 16.01.** *Dissolution.* Upon the dissolution of the Corporation, the Board shall, after paying and making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board deems appropriate. A certificate requesting termination of a Corporation is submitted to the local government which created the Corporation. After the elected governing body approves the certificate, it shall be filed with the Secretary of the Commonwealth. All remaining assets of the Corporation shall be distributed to one or more charitable non-profit associations as defined by Section 501c(3) of the Internal Revenue Code, preferably to an organization with similar purposes of the subject Corporation.

Any other assets not so disposed of shall be disposed of in accordance with the laws of the Commonwealth of Pennsylvania relative thereof.

**Section 16.02.** *Term of Existence.* Unless extended by articles of amendment filed in the Department of State, the Corporation's term of existence automatically expires after fifty (50) years without any further local action.

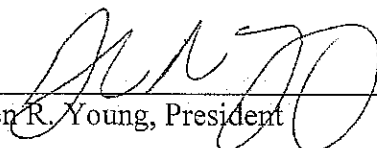
ARTICLE XVII

GOVERNING LAW

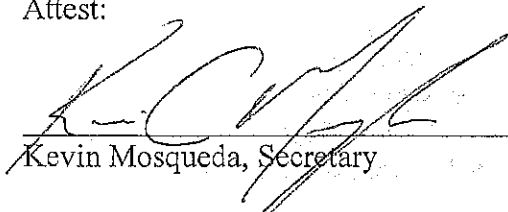
Section 17.01. *Generally.* These By-Laws and any disputes arising hereunder shall be governed by the laws of the Commonwealth of Pennsylvania.

DULY ADOPTED by SOUTH ALLEGHENY YOUTH FOOTBALL ASSOCIATION in lawful session assembled, this **28th** day of **March, 2006**.

SOUTH ALLEGHENY YOUTH  
FOOTBALL ASSOCIATION

By:   
Glen R. Young, President

Attest:

  
Kevin Mosqueda, Secretary