

**CONSTITUTION
OF
PORT ST. LUCIE FOOTBALL AND CHEER ASSOCIATION**

REVISED 03/06/18

CONSTITUTION OF PORT ST. LUCIE ATHLETIC FOOTBALL AND CHEER ASSOCIATION

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

ARTICLE I NAME

The name of the Corporation shall be **PORT ST. LUCIE FOOTBALL AND CHEER ASSOCIATION** and the place in this state where the principal office of the Corporation is to be located is the City of Port St. Lucie, St. Lucie County.

ARTICLE II PURPOSE

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 corresponding section of any further federal tax code.

The objective of the Association shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage, and a respect for authority, so that they may be well adjusted, stronger, and happier children and will grow to be good, decent, healthy, and trustworthy citizens. This will be done through youth programs including, but not limited to, football, cheerleading, basketball and/or track.

ARTICLE III MEMBERSHIP

Section 1- There shall be the following classes of Members:

Board Members: Any person actively interested in furthering the objective of the Corporation may become a Board member upon election as hereafter provided. The Secretary shall maintain the role of membership to qualify voting members.

All Officers, Board Members, Committee Members and other elected or appointed officials must be active members in good standing.

Any person may be elected as a General Member by the majority vote of the Board of Directors present at any duly held meeting of the Board of Directors.

Player Members Any player candidate meeting the eligibility requirements as set down in the specific program of participation, and who resides within the established boundaries of this local league, shall be eligible for participation, but shall have no rights, duties, or obligations in the management of, or property of this league.

General Member:- Any person actively interested in furthering the objective of the Corporation may become a General Member but shall have no rights, duties, or obligations in the management or in the property of the Corporation. General Members are eligible to attend and vote at the Annual Meeting.

Honorary Members Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties, or obligations in the management or in the property of the Corporation.

Section 2- Other Affiliations Members shall not be required to be affiliated with another organization or group to qualify as members of the Corporation.

Section 3- Suspension or Termination Membership may be terminated by resignation or action of the Board of Directors. The Board of Directors, by a two-thirds vote of the total Board at any duly constituted meeting, shall have the authority to discipline or terminate the membership of any member of any class when the conduct of such person is considered detrimental to the best interests of the Corporation.

The member involved shall be notified of such meeting, informed to the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges.

As used hereinafter, the word "Member" shall mean a General Member unless otherwise stated.

ARTICLE IV DUES

Section 1- Dues for General Members may be fixed at such amounts that the Board of Directors shall determine prior to the beginning of any membership period.

Section 2- Members who fail to pay their fixed dues by the date and time designated by the existing Board, shall forfeit all rights and privileges of membership.

ARTICLE V MEMBERSHIP MEETINGS

Section 1-Annual Meeting The Annual Meeting of the members of the Corporation shall be held the second Monday in January in each year, unless otherwise specified by the Board of Directors, for the purpose of electing Officers and Directors, receiving reports, and for the transaction of such business as may properly come before the meeting.

Section 2-Notice of Meeting Notice of the Annual Meeting of the membership shall be mailed, sent via electronic device or otherwise delivered to each Member at the last recorded address or phone number at least ten (10) days in advance thereof setting forth the place, time, and purpose of the meeting; or in lieu thereof, notice may be given in such a for as may be authorized by the members, from time to time, at a regularly convened meeting. All meetings shall have an agenda.

Section 3-Special Meetings Special meetings of the General Members may be called by the Board of Directors or by the President or Secretary at their discretion. Upon the written or electronic request, stating the specific reason for the request, of ten (10) Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

Special meetings of the Board of Directors may be called by the Executive Board, by the President or Secretary at their discretion. Upon the written request, stating the specific reason for the request, of ten (10) Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members.

Section 4-Quorum The presence in person of 10% of Members shall be necessary to constitute a quorum for a General Membership Meeting.

Section 5-Voting Only General Members shall be entitled to vote at any meeting of the Corporation.

Section 6-Proxies Proxies shall not be allowed at meetings of the General Membership. All General Members entitled to vote MUST be present.

Section 7-Rules of Order Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflicts with the Constitution or By-Laws of the Corporation.

ARTICLE VI BOARD OF DIRECTORS

Section 1-Board and Number The Management of the property and affairs of the Corporation shall be vested in the Board of Directors. The number of Directors shall not be less than ten (10) and no more than thirty (30). The Directors shall begin their term immediately after the Annual Meeting and enter upon the performance of their duties and shall continue in office until their successors have been duly elected and qualified.

Section 2-Required Members The Board Membership shall include the Officers.

Section 3-Annual Election and Term of Office At each annual meeting, the members shall determine the number of directors to be elected for the ensuing year and shall elect such number of Directors. The number so fixed may, within the limits prescribed by the foregoing Section 1, be increased at any regular meeting of the members, and if the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting. All elections of Directors shall be by majority vote of all Members present at the time of the meeting.

Section 4-Vacancies If any vacancy occurs in the Board of Directors, by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Directors at any regular meeting or at any special meeting called for that purpose.

Section 5-Meetings, Notice, and Quorum Regular meeting of the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board. The President or Secretary may, whenever any of them deems it advisable, and the Secretary shall, issue a call for a special meeting of the Board. Notice of each meeting shall be given by the Secretary to each Director either by mail or electronic device at least days (2) two days before the time appointed for the meeting to the last recorded address of each Director, or by telephone or electronic device or personal notice twenty-four (24) hours preceding the meeting.

In the case of special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

Section 6-Duties and Powers The Board of Directors shall have the power to appoint such standing committees as it shall determine and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate. 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.

The Board shall have the power to discipline, suspend or remove any Director or Officer or Committee member of the Corporation in accordance with the procedure set forth in Article III, Section 3 (a).

The Board shall receive at the annual meeting of the Members of the Corporation a report verified by the President and Treasurer, or by a majority of Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition; the amount applied, appropriate or expanded during the year immediately preceding such date, and the purposes, 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 membership in the Corporation during such year, which report shall be filed with the records of the Corporation and an abstract thereof entered into the minutes of the proceedings of the annual meeting.

Section 7-Attendance No Board Member shall have more than two (2) unexcused absences from any regular scheduled meeting. The President shall determine the validity of an excused absence and shall present any Board Member found in violation of this rule before the Board of Directors for possible disciplinary action.

Section 8-Proxies Proxies shall not be permitted at meetings of the Board of Directors. Directors must be present at the meeting to vote.

ARTICLE VII EXECUTIVE COMMITTEE (OPTIONAL)

Section 1- The Board of Directors may appoint an Executive Committee which shall consist of the Officers of the Corporation.

Section 2- The Executive Committee shall advise with and assist the Officers of the Corporation in all matters concerning its interests and the management of its affairs, and shall have such powers as may be delegated to it by the Board.

ARTICLE VIII OTHER COMMITTEES

Section 1-Nominating Committee The Board of Directors may appoint a Nominating Committee consisting of three (3) Directors.

The Committee shall investigate and consider eligible candidates and submit at the annual meeting a slate of candidates for the Board of Directors.

The Committee shall also submit for consideration by the Board of Directors a slate of officers and Committee Members.

Section 2-Membership Committee The Board of Directors may appoint a membership Committee consisting of three (3) Directors.

The Committee shall receive the names of prospective Player, Honorary and General Members, investigate for eligibility and recommend those qualified for election at the annual or any special meeting of the members or of the Board of Directors as the case may be.

Section 3-Finance Committee The Board of Directors may appoint a Finance Committee consisting of not less than three (3) nor more than five (5) Directors.

It shall review and evaluate auxiliary projects for raising money and disposition of profits, and shall make recommendations to the Board.

Section 4-Auditing Committee The Board of Directors may appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer or signators of checks are not eligible.

The Committee will review the Corporation's books and records annually prior to the Annual meeting and attach a statement of their findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors, secure the services of a Certified Public Accountant to accomplish such review.

ARTICLE IX OFFICERS, DUTIES, AND POWERS

Section 1-Election Immediately following the annual meeting, the Directors present, provided there is a quorum, shall meet for the purpose of electing Officers and appointing committees for the ensuing year.

Section 2-Officers The Officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and Treasurer, all of whom shall hold office for the ensuing year or until their successors are duly elected. Nominated officers must have served a minimum of 1 year as a Board of Director to be eligible for said position. The Board of Directors may appoint such other Officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office.

Section 3-President The President shall:

Conduct the affairs of the Corporation and execute the policies established by the Board of Directors.

Present a report of the condition of the Corporation at the annual meeting.

Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the Corporation.

Designate in writing, other officers if necessary, to have power to make and execute for/and in the name of the Corporation such contracts and leases as may have received prior approval of the Board.

Investigate complaints, irregularities and conditions detrimental to the Corporation and report thereon to the Board.

Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.

Shall not be Manager/Head Coach of any team within the league. May only assist.

Section 4-Vice President(s) In case of the absence or disability of the President, and provided he is authorized by the President or Board so to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board of Directors or by the President.

Section 5-Secretary The Secretary shall:

Be responsible for recording the activities of the Corporation and maintain appropriate files, mailing lists, and necessary records.

Perform such duties as herein specifically set forth, in addition to such other duties as are customarily incidental to the Office of Secretary or as may be assigned by the Board of Directors.

Maintain a list of all General and Honorary Members, Directors, and committee members and give notice of all meetings of the Corporation, the Board of Directors, and committees.

Keep the minutes of the meetings of the Members, the Board of Directors, and the Executive Committee, and cause them to be recorded in a book kept for that purpose.

Shall conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes, and resolutions not otherwise committed.

Notify Members, Directors, Officers, and committee members of their election appointment.

Section 6-Treasurer The Treasurer shall:

Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.

Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.

Keep records for the receipt and disbursement of all monies and securities of the Corporation, approve all payments from allotted funds and draw checks therefor.

Prepare an annual budget, under the direction of the President, for the submission to the Board of Directors at the annual meeting.

Prepare monthly reconciliation of the bank statement.

**ARTICLE X
COACHES**

Section 1- Coaches shall be appointed annually by the President, with approval of the Board of Directors, and shall be responsible for the selection of their teams and their actions on the field.

Section 2- While holding such office, Player Agents shall not manage or coach in their own respective division.

Section 3- Coaches may be on the Board of Directors, but shall constitute no more than 60% of the seated Board.

**ARTICLE XI
FINANCIAL AND ACCOUNTING**

Section 1- The Board of Directors shall decide all matters pertaining to the finances of the Corporation and it shall place all income in common corporate treasury.

Section 2- Direct the expenditures of same in such manner as will give no individual or group an advantage over those in competition with such individual or group.

Section 3- The Board shall not permit the solicitation of funds in the name of the Corporation unless all of the funds so raised be placed in the Corporate treasury. All organized fund raisers shall have prior approval.

Section 4- The Board shall not permit the disbursement of Corporate funds for other than the conduct of activities in accordance with the rules and policies of the Corporation.

Section 5- No Director, Officer, or Member of the Corporation shall receive, directly or indirectly any salary, compensation, or emolument from the Corporation for services rendered as Director, Officer, or Member.

Section 6- All monies received shall be deposited to the credit of the Corporation and all disbursement shall be made by check. All checks should be signed by the Treasurer or such other Officer or Officers or person or persons as the Board of Directors shall determine. All checks shall have a minimum of two (2) signatures.

Section 7- The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December.

Section 8- Distribution of Property upon Dissolution- Upon dissolution of the Corporation and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of the Corporation to such other organization or organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501 © (3) of the Internal Revenue Code or any future corresponding provision.

**ARTICLE XIII
AMENDMENTS**

This Constitution may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting.

The above Constitution was approved by the Board of Directors on December 3, 2017.

_____ NAME _____ TITLE