

**BYLAWS
SCOTLAND MIDGET FOOTBALL, INCORPORATED
A NONPROFIT ORGANIZATION**

ARTICLE ONE: INTRODUCTORY

Definition of Bylaws

1. 1. These bylaw constitute the code of rules adopted by Scotland Midget Football, Incorporated, for the regulation and management of its affairs.

Purpose and Powers

1. 2. This corporation has the purpose of developing the character and athletic potential of the youth of the Scotland Pennsylvania, area through an organized football and cheerleading program. Scotland Midget Football, Incorporated, powers are now or may be granted hereafter by the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania or any successor legislation.

ARTICLE TWO: OFFICES

Principal Office

2. 1. The principal place of business of the corporation in Pennsylvania will be located at a permanent P.O., Chambersburg, Pennsylvania 17201.

Location of Register Office

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

ARTICLE THREE: MEMBERSHIP

Definition of Membership

3. 1. The members of the corporation are those persons who are parent or legal guardian of a player/cheerleader who were active in the previous season and/or are eligible in the upcoming season, and/or are a coach, and/or are a member of the board and are eighteen years of age or older.

Place of Members' Meetings

3. 2. Meetings of members will be held at any place within or without the Commonwealth as provided.

Members' Meetings

3. 3. Two (2) general meetings of the members of the corporation will be held each year. One (1) meeting will be held the first week of January for election of Directors (General Board Members) only. One (1) meeting will be held the first week of March for provision of the financial report, given by the treasurer and secretary's book by any corporation members. These meetings will be publically announced by either newspaper and/or website. No other methods shall be tolerated.

Special Members' Meetings

3. 4. Any of the following may call special meetings of the members:

3. 4. 1. One-Third of Board of Directors.

3. 4. 2. President

3. 4. 3. Any officer.

Voting Rights of Members

3. 5. Each active member of Scotland Midget Football, Incorporated, will be entitled to one vote at the January and March meetings, only, and only on the matters of voting in the General Board (not Executive Officers) and the acceptance or declination of financial report and secretary's book. Beginning 2011 pre-season, member must meet the following criteria in order to have voting rights. Proxy votes will not be recognized. Each member must provide the pertinent information to prove as such and attend every meeting.

3. 5. 1. Completed the specific number of requirements/obligations as outlined on registration sheet. Examples are, but not necessarily limited to, fundraising, concession stand and bingo, during previous season.

3. 5. 2. Attend pre-season parents meeting and any one (1) special event meeting during previous season.

Termination of Elected Positions

3. 6. Membership may be terminated on one of the following events and for another reason:

3. 6. 1. Receipt by the Board of Directors of the written resignation of a member, executed by such member.

3. 6. 2. Death of a member

3. 6. 3. Failure of a member to attend two (2) consecutive meetings without prior notification to any Executive Board Member.

3. 6. 4. Due to behavior/cause that is inconsistent with membership, in accordance with the Code of Ethics or otherwise.

Members can be reinstated by 2/3 vote of the board.

ARTICLE FOUR: DIRECTORS

Definition of Board of Directors

4. 1. The Board of Directors is that group of persons vested with management of the business and affairs of the corporation.

Qualification of Directors

4. 2. The qualification for becoming and remaining a director of the corporation follows:

4. 2. 1. Directors must be members of this corporation.

4. 2. 2. Directors will not be able to head coach. Exceptions may be addressed on a case-by-case basis.

Term of the Directors

4. 3. Officers will be elected for a one (1) – year term and the Board of Directors for a two (2) year term. Each director will hold office for the term for which elected and until a successor has been selected and qualified.

Number of Officers and Directors

4. 4. The number of officers and directors of this corporation will not be less than 9 at any time. A maximum number of 13 are currently recognized.

4. 5. Any vacancy occurring on the Board of Directors and any directorship that must be filled due to an increase in the number of directors will be filled by a majority of the remaining Board of Directors. The new director filling the vacancy will serve for the unexpired term of the predecessor in the office.

Directors' Meeting

4. 6. Board of Directors' meetings must be held on a monthly basis, except during the month of December. Exceptions must be mandated by President and approved by Executive Board. Only Executive Officers and Board of Director members will attend these meetings, with the exception of special invited guests, who must be made known to the rest of the board at least 48 hours prior to the meeting. Head coaches are invited anytime, but may only vote as members.

Notice of Special Directors' Meetings

4.7. Written or printed notice stating location, day, and hour of any meeting of the Board of Director will be delivered to each director not less than two (2) days before the date of the meeting either personally or by first-class mail, electronically, by or at the direction of the president, the secretary, or the directors calling the meeting. If mailed, such notice will be deemed delivered when deposited in the United States Mail (by registered or certified mail) addressed to the director at his address as it appears on the records of the corporation with postage prepaid. Such notice need not state the business to be transacted at or the purpose of the meeting.

Call of Special Board Meetings

4. 8. Any of the following may call special meetings of the Board of Directors:

4. 8. 1. President

4. 8. 2. Any officer

4. 8. 3. A number constituting a quorum (51%) of the Board of Directors.

Quorum of Directors

4. 9. A quorum to conduct meetings will consist of a simple majority of incumbent officers and directors.

ARTICLE FIVE: OFFICERS

Roster of officers

5. 1. The officers of the corporation will consist of the following:

5. 1. 1. A president

5. 1. 2. A first vice – president

5. 1. 3. A second vice president

5. 1. 4. A secretary.

5. 1. 5 A treasurer

Selection of Officers

5. 2. The elected Board of Directors will elect each of the officers of this corporation annually. Eligibility for an officer position must be preceded by at least one (1) elected term as a board member. Incumbent first and second vice – presidents will automatically be in contention for the position of president on each subsequent election of officers. All officers of the Corporation will not be permitted to coach or manage a football team or cheerleading squad during his/her term of office, WITHOUT EXCEPTION.

5. 2. 1. In the event of a tie, the sitting Executive Board will be entitled to one (1) vote to break a tie. Should the Executive Board vote result in a tie, it shall then be decided by a draw method.

President

5. 3. The president will, subject to the control of the Board of Directors, supervise and control the affairs of the corporation.

First and Second Vice President

5. 4. The first vice-president will perform all duties and exercise all powers of the president, in order of succession, when the president is absent or is otherwise unable to act. The first vice – president will supervise aspects specific to football and perform such other duties as may be prescribed from time-to-time by the Board of Directors. The second vice-president will perform duties and exercise all powers of the president and the first vice-president, in order of succession, when the president and first vice president, are absent or are otherwise unable to act, and will supervise aspects specific to cheerleading.

Secretary

5. 5. The secretary will keep minutes of all meetings of members and of the Board of Directors, will be the custodian of the corporate records, will give all notices required by law or by the bylaws, and will generally perform all duties incident to the office of the secretary and such other duties required by law, by the Articles of Incorporation, or by these bylaws or duties assigned from time-to-time by the Board of Directors. Any incumbent officer or director may ask to see and examine the records\books at any time. Minutes of all meetings must be made accessible in a bound book.

Treasurer

5. 6. The treasurer will have charge and custody of all funds of the corporation, will deposit funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the corporation's properties and business transactions, will render reports and accounting to the Board of Directors or members as required by the Board of Directors or by law, and will generally perform all duties incident to the office of the treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws or duties assigned from time-to-time by the Board of Directors. The treasurer will present a complete financial report at all meetings of the members. Any incumbent officer or director may ask to see and examine the financial records and books at any time.

Removal of Officers

5. 7. Any officer elected or appointed to office may be removed by a majority vote (51%) of the Board of Directors whenever, in their judgment, the best interests of this corporation will be served. However, such removal will be without prejudice to any contract rights of the officer so removed.

Appointment of Officers

5. 8. The president reserves the right to nominate and appoint any officer in the event that nominations are not received for an officer position

ARTICLE SIX: COMMITTEES

Definition of Directorial Committees

6. 1. This corporation may have certain committees, each of which will consist of one (1) or more directors, which directorial committees will have and exercise some prescribed authority of the Board of Directors in the management of this corporation. However, no such committee will have the authority of the board in reference to affecting any of the following:

6. 1. 1. Submitting to members any action requiring approval of members under the Nonprofit Corporation law of 1972.

6. 1. 2. Filling vacancies on the board.

6. 1. 3. Adopting, amending, or repealing bylaws.

6. 1. 4. Amending or repealing any resolution of the board.

6. 1. 5. Acting on matters committed by bylaws or resolution of the board to another committee of the board.

Appointment of Committees

6. 2. The Board of Directors, by resolution duly adopted by a majority of the directors in office, will designate and appoint one (1) or more directorial committees and will delegate to such committee's specific and prescribed authority of this corporation. However, the creation of such directorial committees will not operate to relieve the Board of Directors or any individual director of any responsibility otherwise imposed on such personnel by law.

ARTICLE SEVEN: OPERATION

Fiscal Year

7. 1. The fiscal year of the corporation will be January 1 through December 31.

Exception of Document

7. 2. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of this corporation, up to \$2000.00, will be signed by the treasurer, president, first vice-president, or second vice-president. Any amounts in excess of \$2000.00 must be signed by the aforementioned and another officer of the board. Contracts, leases or other instruments executed in the name of and 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.

Books and Records

7. 3. The corporation will keep correct and complete books and records of account and will keep minutes of the proceedings of its members, Board of Director, and directorial committee. The president will keep the corporation officers' and directors' names and addresses and the original or a copy of its bylaws, including amendments to date, certified by the secretary of the corporation.

Inspection of Books and Records

7. 4. Any board member may inspect all books and records of this corporation for any proper purpose at any reasonable time.

Nonprofit Organization

7. 5. This corporation will not have or issue shares of stock. No dividend will be paid and no part of the income of this will be distributed to its, members, directors, or officers.

Loans to Management

7. 6. This corporation will make no loans to any of its directors or officers or to any of its key management or other personnel, or members.

ARTICLE EIGHT: AMENDMENTS

Modification of Bylaws

8. 1. The power to alter, amend, or repeal these bylaws or to adopt new bylaws, insofar as is allowed by law, is vested in the Board of Directors, except with respect to registration. The adoption of any amendment to these bylaws will require a vote of a simple majority of the Board of Directors.

Adoption of Bylaws

8. 2. Adopted by Scotland Midget Football, Incorporated, and Board of Directors by resolution and vote of 8 FOR to 0 AGAINST on October **8, 2012** at Scotland, Pennsylvania and revised, January 2010.

**Scotland Midget Football, Incorporated
Directors and Officers Approving.**
