Bylaws of Cambridge Feeder Football, Inc.

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**ARTICLE 1: Name, Purpose and Organization**

1.1 The name of the Organization shall be Cambridge Feed Football, for purposes of abbreviation, acceptable names herein shall be the “CFF”, “Cambridge Jr. Bears”, or “Bethany Bend Feeder Football”.

1.2 As a member of GMSAA, CFF is sponsored by Cambridge High School in Milton, Georgia. All officers and directors shall defer to the school administration as necessary.

1.3 The Team Colors of the Organization shall be Carolina Blue, Navy Blue, and White.

1.4 CFF is a non-profit organization exempt from taxation under Section 501C(3) of the Internal Revenue Code.

1.5 It is the policy of this Organization not to discriminate or tolerate discrimination on the basis of race, sex, age, religious beliefs, or physical handicap.

1.6 The mailing address shall be designated by the Board of Directors.

1.7 CFF is a member of the Georgia Middle School Athletic Association (GMSAA) and operates within the League Rules and Bylaws of the GMSAA.

1.8 The purpose of CFF shall be to promote youth football, the development of leadership, character, sportsmanship, tolerance, discipline, and athletic ability.

1.9 Mission Statement CFF is a developmental football program whose primary goal is to develop players, both physically and mentally, for their Cambridge High School football experience. The expectations and requirements of players are intended to build independence, character, and accountability.

**ARTICLE 2: Governance**

2.1 The governance of the Organization shall be vested in the Board of Directors. The Board of Directors of the Organization shall consist of no less than three (3) and no more than nine (9) members, each expected to serve a one-year term. The precise number shall be designated from time to time by a majority vote of the Board of Directors. Annually, a slate of Directors shall be nominated by the President or a nominating committee and shall be approved by the consent of a majority vote of the Board of Directors. Each Director elected shall hold office for a term of one year or until his or her successor is elected and qualified or until their earlier resignation, removal from office, or death. Directors shall be natural persons who have attained the age of 18 years. Upon the termination of any such one-year term any Director may be nominated for an additional one-year term provided, however, that no Director may serve more than three (3) consecutive terms without an absence from the Board of at least one year.

2.2 The Board has the authority to appoint Ad Hoc, Standing Committees or Subcommittees that will aid in the administration and facilitation of the business of the organization under the direction and guidance of the Board. Volunteers or appointees to CFF, Inc. ad hoc subcommittees do not possess the authority to vote at regular board meetings but may be required to present recommendations to the Board of Directors.

2.3 Election of Officers. Elections will generally be held in the month of November each year. The President, Vice-President, Treasurer, and Secretary shall be the officers of CFF. Officers may also serve as Directors if needed. A fifth Officer may be elected mid-term with a vote of two thirds of the Board to assist with duties as deemed necessary.

2.4 Officers or Directors may only be removed from office by a two-thirds vote of the Board of Directors

a) Those being considered for removal from the board may not partake in a vote for his/her removal from office.

b) Said Board Member will be notified in writing of the suspension/removal vote.

c) In the event of death, resignation or removal, a successor shall be selected by the remaining Board of Directors who shall serve the remainder of the vacant term.

2.5 Minutes of meetings shall be kept on file and archived by the Secretary.

2.6 The number of planned meetings for the full Board of Directors in a calendar year shall be two.

2.7 All unplanned or special full board meetings should be scheduled with 2 weeks advance notice to all Directors.

2.8 To protect the integrity of the organization, conflicts of interest shall be avoided. Related members of the Board of Directors shall not hold similar positions during the same fiscal year (i.e., brother/sister, husband/wife hold the President, Vice President, and Treasurer positions). Head coaches and spouses of coaches, similarly, may not hold positions on the Board or as Officers. Assistant coaches may hold Directorships but may not serve as Officers.

2.9 Any person holding more than one office may only vote once.

2.9 The officers and directors of this organization shall not be entitled to any compensation except that Officers shall be entitled to payment for reasonable services rendered and reimbursement for any reasonable expenses incurred on behalf of the Corporation.

2.10 The Articles of Incorporation and the bylaws may be amended by the vote of two-thirds of the members entitled to vote at any regular or special meetings of the Board of Directors. Notice that such business is one of the purposes of the meeting of the Directors shall be given in advance at least 30 days prior to such meeting. A copy of any proposed amendment of the Articles or bylaws shall accompany the notice of the meeting. Directors may vote on the proposed amendment by voting at the meeting or by writing.

**ARTICLE 3: Finance**

3.1 Tax Exempt Status. The Corporation shall be operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”). In furtherance of these purposes, the Corporation shall act, and shall take such actions to ensure its ability to comply with requirements for tax exempt status under Section 501(c)(3) under the Code at such time the same is deemed necessary or appropriate by a resolution of the Board of Directors.

3.2 Maintenance of Nonprofit Status. This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or the net earnings of the Corporation shall insure to the benefit of or be distributable to any of its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal Laws. The Corporation shall not carry on any other activities not permitted to be carried on by (a) any corporation exempt from Federal income tax under Section 501(C) (3) of the Code, (or the corresponding provision of any future U.S. Internal Revenue Law); or (b) any corporation contributions to which are deductible under Section 170(c) (2) of the Code (or the corresponding provision of any future U.S. Internal Revenue Code).

3.3 Payment of Liabilities and Distribution of Assets upon Dissolution. Upon the dissolution of the Corporation’s affairs, which may be authorized by the adoption of a resolution to dissolve by two-thirds of the Directors at a special meeting of the Board of Directors held for such purpose, the Board of Directors shall, after paying an making provision for the payment of liabilities of the Corporation, distribute, transfer, convey, deliver and pay all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization operating for the same purposes for which the Corporation is organized and operated, which shall be selected by a two-thirds vote of the members of the Board of Directors of the Corporation; provided, however, any such recipient organization or organization shall at the time qualify as exempt from taxation under the provisions of 501(a) of the Code as an organization described in Section 501( c)(3) of the Code, or corresponding provisions of any subsequent law. In the event that, for any reason, upon dissolution of the Corporation, the Board of Directors shall fail to act in a manner herein provided within a reasonable period of time, the senior Judge of the Superior Court of Fulton County, Georgia, shall make such distributions, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

3.4 Bank Accounts. The President, the Treasurer or such other officers or agents of the Corporation as from time to time shall be designated by the Board, shall have authority to deposit any funds of the Corporation in such banks and such accounts as may from time to time be designated by the Board. The President, Treasurer and other such officers or agents of the Corporation shall be able to withdraw any or all, of the funds of the Corporation so deposited into any such bank, upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation. Each bank with which funds of the Corporation are so deposited is authorized to accept honor, cash and pay all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed as requested by the President, Treasurer or such other officers of the Corporation and each bank with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed as requested by the President, Treasurer or such other officers of the Corporation and each bank with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay all checks, drafts or other instruments or orders for the payment of money not to exceed $2,500 when drawn, made or signed by the President, Treasurer or by such officers or agents designated by the Board or any sum in excess of $2,500 when drawn, made or signed by any two of the President, Treasurer or such other officers or agents designated by the Board. There shall, from time to time, be certified to the bank in which funds of the Corporation are deposited, the signature of the President, Treasurer, or agents of the Corporation so authorized to draw against the same.

3.5 Fiscal Year. The fiscal year of the Corporation shall be the calendar year, ending December 31.

3.6 Budget. The Board of Directors shall cause to be created an Annual Budget for the operation of the Corporation, which Budget shall be approved at the first meeting of the fiscal year by a vote of two-thirds of the members of the Board of Directors.

**ARTICLE 4: Indemnification**

4.1 Basis for Indemnification

(a) Under the circumstances prescribed in Section 4.2 hereof, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere if its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Under the circumstances prescribed in section 4.2 hereof, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact he/she is or was a director, officer, employee or agent of the Corporation, or against expenses (including attorney’s fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

4.2 Right to Indemnification. To the extent that a Director, Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 4.1 herein, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney’s fees) actually and reasonably incurred by him/her in connection therewith. Except as provided in the preceding sentence and except as may be ordered by a court, any indemnification under Section 4.1 herein, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 4.1 herein, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 4.1 herein. Such a determination shall be made (i) by approval of the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) by independent legal counsel employed by the Corporation, in a written opinion, if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs. Notwithstanding the above, the Board of Directors shall be permitted to indemnify any Director, Officer, employee, or agent of the Corporation regardless of the merits of the action or suit, at any time, including the provision of expenses prior to payment thereby by such member, Director, officer or agent of the Corporation.

4.3 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors generally or as to a specific case or as to a specific person or persons (designated by name, title or class of persons), upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount of it shall ultimately be determined that he/her is not entitled to be indemnified by the Corporation as authorized in this Article.

4.4 Non-exclusivity. The provisions for indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification may be entitled under any by-law, agreement, either specifically or in general terms, resolution, or action approved by the affirmative vote of the majority of the Directors entitled to vote thereon taken at a regular or special meeting, duly called and held, both as to action by a director, officer, employee or agent in his/her official capacity and as to action in another capacity while holding such office or position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted with respect to the liability of any director, officer, employee or agent for (a) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (b) violations of the standards of case imposed by Sections 14-3-860 through 14-3-869 of the Georgia Non-Profit Corporation Code; or (c) any transaction from which the director, officer, employee, or agent derived an improper personal benefit.

4.5 Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, or officer, and may purchase and maintain insurance on behalf of any employee or agent of the Corporation, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provision of this Article.

4.6 Right to Participate in Defense. As a condition to any such right of indemnification, or to receive advancement of expense, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

4.7 Continuation of Right of Indemnification. The rights to indemnification and advancement of expenses provided in this Article, shall continue notwithstanding that a person who would otherwise have been entitled to indemnification or advancement of expenses hereunder shall have ceased to be a director, officer, employee, or agent, and shall insure to the benefit of the heirs, executors, and administrators of such persons.

**ARTICLE 5: Duties of Officers and Directors**

5.1 The President of the Board of Directors of CFF, Inc. shall:

a) Maintain program oversight, working with the Directors to ensure policies and schedules comply with the organization’s operating codes

b) Represent the Organization in the general public and to the GMSAA

c) Address disputes/complaints from the general public and refer to the board and/or disciplinary committee if and when necessary or escalated from the Vice President

d) Enforce GMSAA policies and principles

e) Ensure that the organization’s bylaws and rules of conduct are employed and enforced

f) The President must attend all mandatory GMSAA meetings or designate an alternate board member to attend

5.2 The Vice President of the Board of Directors of CFF shall:

a) Assist the President in all activities and responsibilities outlined above

b) Serve as the parent advocate for the board

b) Resolve disputes between Head Coaches and parents or other CFF stakeholders

c) Coordinate with coaches and team Moms/ Dads as primary person of contact for purposes of scheduling and other day-to-day team operations

d) Work with Directors as necessary to manage and delegate activities related to equipment and football operations

e) Head or appoint heads of all ad-hoc or standing subcommittees established by the Board

5.3 The Treasurer of the Board of Directors of CFF shall:

a) Maintain a day-to-day record of all financial transactions pertaining to CFF funds and accounts

b) Keep and maintain all CFF official documents and financial records

c) Prepare and submit financial reports at all Board meetings

d) Oversee all banking functions and communications, electronic or otherwise

e) Oversee or delegate deposits for all income funds of the Organization

f) Prepare a year-end financial report for the Organization and coordinate with a CPA to review and complete the required state and federal tax returns

5.4 The Secretary of the CFF shall:

a) Document, oversee and manage all minutes of all Board of Directors meetings and any other duties affiliated with minutes of meetings

b) Ensure that all board members are notified of the release of minutes in official or draft format via any reasonable mode of communication, including e-mail notification

c) Shall give notice of all meetings and provide agendas for all meetings

d) Schedule with facilities (schools and parks) and coordinate with Vice President on scheduling matters as needed

5.5 Director of Football Operations of the CFF shall:

a) Coordinates directly with VP

b) Develops and implements plans for game day set-up operations

c) Ensure high standards of instruction and ethics are maintained by coaches and participants during the season

d) Maintain a thorough knowledge of league rules

e) Act as game day manager or delegate these duties for all home games. This includes being point of contact for opposing team staff, referees, and 3rd party emergency response personnel

5.6 Director of Equipment of the CFF shall:

a) Coordinates directly with Treasurer and or Vice President

b) Maintains equipment inventory owned by the organization

c) Participates in initial equipment pick-up days and final equipment drop-off days with team moms and other coaches as necessary to ensure proper and consistent fit of all equipment

d) Make recommendations to the Treasurer and/or Board of Directors as necessary regarding equipment purchases

e) Complete any necessary reconditioning or upkeep required to maintain equipment

f) Schedule re-fits with players as necessary to ensure proper fit and safety

5.7 Director of Communications of the CFF shall:

a) Coordinates direction with the Secretary

b) Create and maintain CFF website and registration site

c) Post photos and communication to CFF website and social media sites

d) Conduct registration activities, including keeping all relevant registration document

e) Create and maintain rosters for all teams

f) Assist in maintaining player database and certification

5.8 Director of Safety of the CFF shall:

a) Coordinates directly with President

b) Coordinates player concussion baseline testing

c) Maintains records of all injuries that may occur at practice or during games

d) Enforces player return-to-play policy

e) Serves as point of contact for each team’s safety coach

f) Coordinates annual CPR training for all adults volunteering in CFF program

g) Coordinates EMTs for all games

5.9 Director of Fundraising of the CFF shall:

a) Coordinates directly with Treasurer

b) Develops fundraising strategies

c) Identifies new donor bases

d) Liaison with funding partners and organizations

e) Oversees all fundraising activities

f) Oversees spirit wear activities

**ARTICLE 6: Coaches:**

6.1 Selection of head coaches and coaching staffs:

a) Individuals who wish to coach a CFF team must first apply, in writing, and fill out necessary applications.

b) Coaches will be selected based on positive attitude, communication skills, leadership qualities, technical knowledge, and support of CFF objectives.

c) All coaches must submit prior to having any contact with kids a full background check in order to be considered for a head or assistant coaching position.

d) Prospective head coaches must also undergo an interview~~s~~ with the President and Representative from Cambridge High School.

e) Head coaches will assemble their own staff; the total number of assistant coaches will adhere to GMSAA guidelines.

f) As a general rule, if a head coach wishes to return as the head coach in the same position in an ensuing season, he will be given the right of first refusal to serve in that same position granted he remains in good standing with the Organization.

g) Assignment of head coaches shall be made by the Board of Directors by a majority vote, based on the recommendations made by the President and Representative from Cambridge High School.

6.2 All head coaches must have a daily or weekly practice plan schedule.

6.3 Coaches who receive parental complaints, verbal or otherwise, must report said complaints to the Vice President as necessary.

6.4 The chain of command to handle complaints from parents shall be as follows: Head Coach, Vice President, President, the Disciplinary Committee (if referred), and then Board of Directors.

6.5 All coaches shall be required to adhere to all directives and responsibilities as outlined and indicated in GMSAA bylaws and CFF bylaws.

6.6 All three head coaches must serve on the Disciplinary Committee for the CFF program.

**ARTICLE 7: Membership in Cambridge Feeder Football**

7.1 Members in good standing will include all parents and/or guardians of registered players, whose financial accounts are fully paid, whose equipment has been successfully returned and who have followed the proper code of conduct. Membership also includes any BOD member, head coach, or assistant coach affiliated with CFF.

7.2 The Code of Conduct:

a) All players must sign and have countersigned by their parents and/or legal guardians CFF Official Code of Conduct prior to the end of Practice Week 3.

b) Failure to do so may result in suspension or removal from team.

c) All coaches, CFF volunteers, Directors and Officers must sign and return the Code of Conduct.

d) Termination of membership of a youth or adult member shall be enacted and enforced by the Board of Directors without a refund. The termination will be enacted when an individual no longer follows the philosophy and principles of the organization and it is deemed by the Board that the individual or family has become detrimental to the growth, reputation, or overall benefit to the athletes, coaches, volunteers, or the organization.

e) Allegations or evident violations of the Code of Conduct shall be reported to the Disciplinary Committee for review; The Disciplinary committee shall consist of the President, the Vice President and the three (3) head coaches. Disciplinary matters are referred to the Disciplinary Committee by the President.

7.3 The Disciplinary Committee:

a) A standing Disciplinary Committee shall be maintained by CFF.

b) The committee shall be comprised of the President, the Vice President, and all three head coaches.

c) Routine player discipline issues should be under the purview of the individual players’ head coach.

d) Any parent or stakeholder at CFF may raise concerns related to discipline or code of conduct breaches with their child’s head coach, or the Vice President.

e) The Vice President and President will confer on any disciplinary issues that are not resolved. The President shall have sole authority to refer matters to the Disciplinary Committee.

f) The Disciplinary Committee may determine that either a breach of the Code of Conduct has occurred or has not occurred. If a breach is determined to have occurred, the finding should make clear to the player and the player’s parents if it was a minor infraction or a major infraction. The disciplinary committee has the sole authority to determine if a minor infraction or a major infraction has occurred. These determinations will be on a case-by-case basis.

g) Minor infractions may result in probation and other consequences as determined by the committee, but will not result in a suspension. Two minor infractions in one season shall be equivalent to a major infraction.

h) Major infractions may result in game suspensions, program suspensions, or a formal referral to the full board for termination of membership.

i) Only the Board of Directors may terminate membership in the program by a two-thirds vote.

j) Decisions made by the Disciplinary Committee are considered private and privileged to the families involved. These matters are not to be discussed by any coaches, Directors, or Officers. There shall not be formal communications from CFF to the community about disciplinary issues.

k) Any situations resulting in actual or threatened legal action against anyone associated with CFF regarding their conduct on CFF’s behalf, shall be a matter for the Board of Directors.