

Oxford Hills Athletic Boosters Association
Articles of Incorporation

Article I – Name

The name of the corporation shall be Oxford Hills Athletic Boosters Association.

Article II – Purpose

Said corporation is organized and will be operated exclusively as a public benefit corporation for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify them as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the purpose of this organization shall be:

1. To sponsor and/or assist with elementary youth sports programs.
2. To promote sportsmanship, integrity, and healthful living habits in the community.
3. To promote interest and support all athletic programs for students that reside and/or attend schools in SAD #17.
4. To promote or sponsor special projects or events throughout the community that promote sportsmanship and raise athletic awareness.
5. To promote the quest for excellence through sports.
6. To raise funds to assist athletic programs in need when athletic budget funds are not available.

Article III – Members

The corporation may have one or more classes of members, the manner of election or appointment and the qualifications and rights of which shall be designated in the Bylaws.

Article IV – Officers and Directors

The members of the Board of Directors shall be those individuals elected as officers, from time to time, in accordance with the Bylaws.

Article V – Registered Agent

The Noncommercial Registered Agent is Krystall Rudman, who is a resident of the state of Maine and who is physically located at 76 Bisco Road, South Paris, ME 04281, and whose mailing address is the same.

Article VI – Distribution of Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 and distributions in furtherance of the purposes set forth in Article II hereof.

Article VII – Dedication and Distribution of Assets

Upon dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction

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of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII – Internal Affairs

Section 8.1. Regulation. The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws.

Section 8.2. Political Campaigns. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 8.3. Restrictions. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX – Amendments

These Articles of Incorporation may be amended through the following guidelines:

- Amendments shall be submitted in writing (email or in person) prior to next meeting.
- Amendments shall be discussed at the next meeting. Discussion may continue until final proposed amendment is reached.
- Proposed amendment(s) shall be voted upon. Amendments shall pass with 2/3 vote of those member present.

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Article I Membership

Section 1.1. Membership. General Membership includes all who are present during a monthly meeting and carries one vote. Members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees, and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget, and approve amendments to these Bylaws.

Section 1.2. Quorum. Members present shall constitute a quorum for the transaction of business.

Section 1.3. Meetings. Meetings shall be held the second Wednesday of each month excluding July. Officers shall be elected and installed at a General Membership meeting during May or June for the following year. Special meetings shall be scheduled at the discretion of the President.

Article II Executive Board

Section 2.1. Membership. There shall be an Executive Board composed of the officers of the organization.

Section 2.2. Authority. The affairs, activities, and operation of the organization shall be managed by the Executive Board. The Executive Board may transact necessary business during the intervals between the meetings of the membership. It may create Standing and Special Committees, approve the plans and work of standing and special committees, enter into and sign contracts on behalf of the organization, prepare and submit a budget to the membership for approval, amend Articles of Incorporation or Bylaws and, in general, conduct the business and activities of the organization.

Section 2.3. Meetings. The Executive Board may meet monthly or as needed to prepare for general membership meetings and to conduct the affairs of the organization.

Article III Officers and Their Elections

Section 3.1. Officers. The officers of the organization shall be elected from the General Membership and shall include one or more Presidents; one or more Vice Presidents; and a Secretary and Treasurer. The offices of the Secretary and Treasurer may be filled concurrently by the same individual. The minimum number of officers shall be three (3) and the maximum number of officers shall be six (6).

Section 3.2. Election. Election of officers and their installation shall be held at the May meeting. Elections shall be by a majority of the votes cast by those present.

Section 3.3. Term. Officers shall serve for a term of one year or until such time as their successors are elected and installed in accordance with these Bylaws.

Section 3.4. Vacancies. In case of a vacancy in an office, the Executive Board and general members may appoint a member to fill the unexpired term.

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Article IV Duties of the Officers

Section 4.1. President(s). The President shall be a member of the Executive Board. The President shall preside at all meetings of the organization. He or She shall appoint chairpersons of all Standing Committees with the approval of the Executive Board and shall be a member ex-officio of all committees. The President shall represent the organization or shall delegate this responsibility.

Section 4.2. Vice President(s). The Vice President shall be a member of the Executive Board. In the absence of the President, the Vice President shall assume the function of the President. In the absence of the President and Vice President, the Secretary shall assume the responsibilities of the President. The Vice President shall perform such other duties as are assigned by the President or the Executive Board.

Section 4.3. Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the meetings of the organization and shall preserve all records of the organization. The Secretary shall conduct the correspondence of the organization. A complete copy of the minutes shall be sent to the Athletic Director for distribution to district coaching staff.

Section 4.4. Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer shall collect all funds of the organization and be the custodian thereof and shall disburse the funds of the organization, under the directions of the members, in accordance with the organization's financial policies. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Treasurer shall keep a regular account thereof, which shall be subject to examination by the Executive Board, and shall submit a statement thereof at each General Membership meeting of the organization. The accounts shall be audited annually in accordance with the guidelines set forth in the organization's Financial Policy. The fiscal year of the organization shall run from July 1st through June 30th of the succeeding year.

Article V Committees

Section 5.1. Special Committees. The President is authorized to appoint Special Committees as are required.

Section 5.2. Standing Committees. The Standing Committees shall be:

- a. Coordinator Committee
- b. Fundraising Committee and their Sub-Committees
- c. Public Relations Committee

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Article VI Finances

Section 6.1. Budget. The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. The annual budget may be amended from time to time by the membership or Executive Board as needed. Any substantial deviation from the budget must be approved in advance by the membership.

Section 6.2. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 6.3. Loans. No personal loans shall be made by the organization to its officers or members.

Section 6.4. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other person as authorized in writing by the Executive Board, except that checks of \$2,500 or more must have the signature of at least two officers, such as the Treasurer and the Secretary. Checks shall bear notice of this requirement above the signature line as follows, "Two signatures required for checks in the amount of \$2,500 or more."

Section 6.5. Banking. The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

Section 6.6. Financial controls. The organization shall adopt appropriate financial controls, as outlined in the Financial Policy, to ensure the integrity of its funds.

Section 6.7. Financial Reports. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's Financial Policy. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$250,000 per year, the financial practices and accounts may be reviewed by an internal audit committee as described in the Financial Policy. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$250,000.

Section 6.8. Fiscal Year. The fiscal year of the organization shall run from July 1st to June 30th but may be changed by resolution of the Executive Board.

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Section 6.9. Records retention. All records of the organization shall be maintained and destroyed in accordance with law and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer's financial report/statement	Store in organization's record book.	Permanent
Treasurer's reports, periodic	Compile & file records on a yearly basis.	Three Years. Store with financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis.	Seven Years. Store with financial records. Destroy after seven years.

Section 6.10. Supplements. The organization's Financial Policy is intended to supplement this Article.

Article VII Conflict of Interest

Section 7.1. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of the organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the organization. If any such conflict of interest arises, the interested person shall disclose the conflict to the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 7.2. Non-Participation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 7.3. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 7.4. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the corporation, or who hereafter becomes

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associated with the corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

Article VIII Indemnification

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

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Mission Statement

The Oxford Hills Athletic Boosters Association is dedicated to supporting the development of positive sports programs throughout the Oxford Hills. Our mission is to promote, support and create interest and awareness of the Oxford Hills athletic programs. Our support consists of financial, advisory and human resource support of various youth and adult sports programs, as well as financial support of high school and middle school sports programs as applicable.