

**BY-LAWS AND ARTICLES OF INCORPORATION**  
**OF**  
**DUNKIRK WARRIORS BOYS AND GIRLS CLUB. INC.**

**ARTICLE I**

**Name**

Section 1. The name of this corporation shall be Dunkirk Warriors Boys and Girls Club, Inc. (hereinafter called the "Corporation"), a non-profit corporation.

Section 2. Office of the Corporation shall be located in the State of Maryland and/or in such other localities as may be determined by the Board of Directors (hereinafter called the "Board").

Section 3. All teams in the Dunkirk Warriors Boys and Girls Club, Inc. will be designated the "Dunkirk Warriors".

**ARTICLE II**

**Non –Profit Organization**

Section 1. The purposes of the Corporation per Article III shall be served by the Corporation and its members in accordance with the requirements of the applicable law of the State of Maryland relating to non-profit corporations and in such a manner as shall be consistent with the requirements of maintaining tax exempt status of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986; as amended, or any succeeding statute or governing regulation.

**ARTICLE III**

**Purposes**

Section 1. The Mission Statement of the non-profit Corporation is:

- a. To promote participation and interest in the sports of football, cheerleading, elite cheerleading, lacrosse, and basketball.
- b. To stress good sportsmanship and to work toward development of high ideals of conduct and character among players, coaches, officials and spectators.
- c. To develop safe, skillful play in football, cheerleading, elite cheerleading, lacrosse and basketball.
- d. To provide safe equipment to be used during practice and competition and to inspect, inventory, and assess the condition yearly.
- e. To provide training and education of the coaching staff of each sport.

**ARTICLE IV**

**Membership, Meetings and Voting**

Section 1. The members of the Corporation will include all parents and/or guardians of paid registered players for the current year. Membership shall be terminated when registration fees or assessments are not paid within a reasonable amount of time after they are due as determined by the Board of Directors or when the Board of Directors, for just

cause, orders termination. Youth Member's ages are governed by Calvert County Parks and Recreation rules where applicable.

## Section 2. The General Membership Meeting

- a. The General Membership Meeting shall be held yearly in the month of December in order to allow membership to elect the Board of Directors.
- b. The membership will be notified of the date and time of the General Membership Meeting through the Dunkirk Warriors newsletter and/or website.
- c. All members having a child registered in a sport that calendar year will be entitled to one vote.
- d. Member's at Large and Non-Voting committee members and Sport's assistants will be selected by the newly elected Board Members. However, names for such positions can be nominated/entered prior to this time.
- e. A General Membership Meeting may be called by a petition of twenty-five (25) members. The petition is then submitted to the President to convene a General Meeting twenty-one (21) days after the petition is complete. Public notice of the General Meeting shall be made at least fourteen (14) days prior to the meeting.

## Section 3. Board of Directors Meetings

- a. The Board of Directors shall meet monthly at a time and place chosen by the Board of Directors.
- b. Each Board Member in good standing will have one vote in all business matters. The President shall not vote on any motion brought before the Board. However, should the result of any vote on any motion result in a tie, the President shall cast his/her vote only as a tie breaker.
- c. A quorum of the Board shall be one half membership excluding the President.
- d. Robert's Rules of Order will govern the meeting to ensure that the meetings run in an orderly manner.
- e. Voting Board Members are expected to attend all meetings. Upon 3 absences, the remaining Board has the right to terminate that member's position if deemed necessary. This person should be notified in writing that the board will be voting on this matter.

Section 4. Special Meetings: The Board of Directors may call a special meeting as needed.

## Section 5. Term of Office

- a. The term of office for all Board of Directors and Officers begins January 1 and ends December 31 each year
- b. The Board, by unanimous vote, may discharge a Board Member from his/her position if it is in the best interest of the Corporation. The removal must be approved by a 2/3 vote at a General Membership Meeting.
- c. The Board may, by majority vote, fill any Board vacancy that occurs before an Annual General Membership Meeting. The term of office for the new Board member shall terminate at the time of the predecessor's term of office would have expired.

## Section 6. Miscellaneous

- a. Fundraising: Any fundraising by members of a team, squad etc. within the organization or done in the clubs name must be approved by the Board prior to solicitation.
- b. Club Fees/Late Fees/Refunds: Voted on by the Board for the current year.

## **ARTICLE V**

### **Election of Officers/Board of Directors**

Section 1. The President shall appoint a Chairperson for the Election at least thirty (30) days prior to the Annual General Membership Meeting.

Section 2. The Chairperson shall:

- a. Prepare a slate of nominees to fill the elected Board of Director's positions.
- b. Not permit a person to be considered for more than one position.

Section 3. Election

- a. Members shall submit their name to the Chairperson for consideration for election to a Board of Director's position. The submission shall be in writing no later than 2 weeks prior to the scheduled election.
- b. Nominations will be accepted at the Annual General Membership Meeting if no individual has been nominated.
- c. Incumbent Officers/Board Members may be elected to subsequent terms in office.
- d. No name shall be nominated without the consent of the nominee.
- e. Election will be by popular vote at the Annual General Membership Meeting and shall be by ballot unless there is only one nominee for an office. If only one nominee, the position may be filled by acclamation.

## **ARTICLE VI**

### **Board of Directors and Executive Officers**

Section 1. Board of Directors

- a. The Board of Directors shall be the governing body of the Corporation.
- b. The Board shall be elected annually at the December General Membership Meeting.
- c. The Board shall be comprised of no less than nine (9) Board Members.
- d. One Board position shall include a coach from one athletic activity.
- e. The Board shall include:
  1. Four (4) Executive Officers elected by the General Membership: President, Vice President, Treasurer and Secretary.
  2. Six (6) Officers elected by the General Membership: Director of Athletics, Football Coordinator, Basketball Coordinator, Lacrosse Coordinator, Cheerleading Coordinator, and Elite Cheerleading Coordinator.
  3. Three (3) or more At-Large Members of the Board as the Board deems appropriate. (To be selected by the current Board after Jan 1<sup>st</sup> of the New Year.)

Section 2: Duties of Executive Officers

- a. President: The President shall be the Chief Executive Officer of the organization and preside at all Board meetings. He/She shall execute in the name of the Corporation all contracts, evidences of indebtedness, and other instruments authorized by the Board of Directors. He/She shall see that business is run in a timely organized manner. The President shall be authorized to sign checks for cash disbursements from the corporation's checking account. The President shall be a member ex-officio of all committees. Primary duties include but are not limited to:
  1. Enforcing the Corporations By-Laws

2. Overseeing all sports programs by working with each sport's coordinator to ensure policies and schedules comply with the Corporation's By-Laws.
  3. Completing duties given to him/her by the Board of Directors that are in the best interest of the Corporation.
  4. Attending County meetings or designating an alternate Board member to attend the event if necessary.
- b. Vice President: The Vice President shall act on behalf of the President during his/her absence or disability and shall assume all authority and responsibility associated with the position of President. The Vice President shall maintain a thorough understanding of all Corporation policies, rules, and regulations and will support the Corporation as required. The Vice President shall be authorized to sign checks for cash disbursement from the Corporation's checking account. The Vice President shall be a member ex-officio of all committees. Primary duties include but are not limited to:
1. Ensuring the club has the required # of committees to run the club.
  2. Coordinating the activities of various committees.
  3. Advising the President.
  4. Organizing registration for all sports.
- c. Secretary: The Secretary shall keep the minutes of all proceedings of the Board of Directors and Annual General Membership Meeting and file the minutes in the Corporation notebook. Primary duties include but are not limited to:
1. Presenting minutes from previous meetings to be reviewed and approved by the Board.
  2. Distributing the agenda for upcoming meetings and ensuring notification through email and website is made in regard to the time and place.
  3. Preparing correspondence for the Corporation as directed by the Board of Directors or President.
  4. Disseminating information to members of the public by mail, email, website posting and/or newsletter.
  5. Establishing a filing system for all correspondence, minutes of meetings, agendas and other club records that must be maintained. (Financial Records to be maintained by Treasurer)
- d. Treasurer: The Treasurer shall keep the accounting records of the Corporation and make payments as necessary from Corporation's checking account. The Treasurer shall be authorized to sign checks for cash disbursement from the Corporation's checking account. Primary duties include but are not limited to:
1. Reviewing all bank statements for accuracy and preparing monthly bank reconciliations for all cash accounts..
  2. Collecting, counting and depositing all Corporation funds.
  3. Maintaining all receipts and records.
  4. Preparing the annual taxes.
  5. Disseminating the Corporation's checking account balance, the Corporation's financial statements, and individual sports financial information at each monthly Board meeting.
  6. Advising the Corporation and Board on fiscal issues. (Review the individual Sports Budgets against Actuals)

### Section 3. Duties of Officers

- a. Director of Athletics: Primary duties include but are not limited to:
  - a. Training and certifying coaches.
  - b. Monitoring the conduct of all coaches.
  - c. Assisting the Coordinators in the management of their sport.
  - d. Serving as head of the Coaches Review Board.
  - e. Overseeing the proper collection, ordering, inventorying of all club equipment.
  - f. Serving as point of contact for Player/Coach/Parent issues.
- b. Sports Coordinators: The Board shall include a Coordinator of each sport offered for registration by the Corporation – Football, Cheerleading, Basketball, Lacrosse, Elite Cheerleading. Primary duties include but are not limited to:
  - a. Maintaining control of the individual sport’s program.
  - b. Providing projected budget for the sport’s program.
  - c. Inventorying equipment and uniforms for the sport.
  - d. Maintaining registration for the sport.
  - e. Attending meetings directly affecting the Corporation’s activities through Calvert County Parks and Recreation.
  - f. Recruiting assistants to ensure that all duties are completed in an efficient and timely manner.
- c. Members-At -Large: Members-At-Large shall be selected by vote each January 1<sup>st</sup> by the newly elected Board of Directors. Members-At-Large have voting rights in Board decisions. Members-At-Large shall report monthly to the Board on the status of assignments delegated by the Board to the Member-At-Large.

Section 4. Non-Voting Members of the Board of Directors

- a. Coaches Review Board: The Coaches Review Board shall include: The Director of Athletics, 1 Football Parent, 1 Cheerleading Parent, 1 Basketball Parent, and 1 Lacrosse Parent. One person from the review board will act as the chairperson for the review board. Primary duties include but are not limited to:
  - 1. Adjudicating complaints and administering disciplinary action related to conflicts between Coaches, Parents and/or Players.
  - 2. Consulting with the Board of Directors in resolving a dispute.
  - 3. Monitoring the split of two or more teams in the same age group or weight class per procedures established by the Board of Directors.
  - 4. Selecting coaches for each sport per procedures established by the Board of Directors and the Dunkirk Warriors “Coaching Code of Conduct Handbook”.
- b. Sport’s Coordinator Assistants: Each sports Coordinator shall have one or more assistant(s) to ensure duties of the Coordinator are completed. The Assistant shall attend Board of Directors’ meetings in the Coordinator’s absence. If attending in the Coordinator’s absence, the Assistant does not have the voting rights of the Coordinator.

**ARTICLE VII**

**Parent/Volunteer Involvement**

Section 1. The following are guidelines for Parent, Coaches and Volunteers

- a. Code of Conduct Handbook

The Dunkirk Warriors “Code of Conduct Handbook” explains the responsibilities of each parent and child that is a member of the organization. The handbook explains expectations and responsibilities of parents, coaches and volunteers.

b. Parent, Coaches, and Volunteer responsibilities

Each member of the organization will be responsible for their behavior and will sign a “Code of Ethics” prior to the start of each sport season. If a member has a formal written complaint about their behavior from another party, the “Board” will review and decide action which could include a hearing and possible disciplinary action. The decision of the “Board” will be considered final.

c. Parks and Recreation Involvement

If Parks and Recreation are presiding over an infraction or formal complaint with a Dunkirk Warriors member, the Dunkirk Warriors will provide support where needed but will not intervene and the County ruling will prevail.

## **ARTICLE VIII**

### **Committees and Volunteer Positions**

Section 1. The Board shall appoint committees and other volunteer positions as necessary and discontinue committees and volunteer positions at its pleasure to provide advisory and support services to the Board.

- a. The President shall designate a Chairperson for all committees established by the Board.
- b. Committee appointments and volunteer positions shall be made for a term of one year with renewable appointments.

Section 2. Members of Committees and volunteer positions need not be member of the Board of Directors.

## **ARTICLE IX**

### **Finance**

Section 1. Fiscal Period: the fiscal period of the Corporation shall be on a calendar year.

Section 2. Financial Institutions: The Board shall select all financial institutions.

Section 3. Bonding: Trust or surety bonds shall be furnished by the President, Secretary, Treasurer and other such Officers of the Corporation as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Corporation.

Section 4: Disbursement of Funds: The Board of Directors shall approve all disbursement of funds. The Board of Directors shall control all procurement orders and expenditures.

## **ARTICLE X**

### **Amendment of By Laws and Articles of Incorporation**

#### Section 1: Amendments to By Laws and Articles of Incorporation

- a. Minor grammatical type changes to the By-Laws can be made by the current Board of Directors with 2/3rds vote. However anything that changes the context or intent of the By-Laws must be voted on by at least ½ of the current membership with more than ½ approval of the changes at a general membership meeting.
- b. Whenever amendments or revisions are to be voted on at the general membership meeting, public notice shall be given at least fourteen (14) days prior to the meeting.

Section 2: Effective date of Amendment: Once adopted amendments will take effect immediately.

Section 3: Notification: Notification of any changes to the By Law and Articles of Incorporation shall be furnished to the Internal Revenue Service, the Maryland State Department of Assessment and Taxation and any other appropriate state and local agency.

## **ARTICLE XI**

### **Indemnification**

The Corporation shall pay on behalf of a person who is serving or has served as a Member of the Board of Directors of the Corporation any judgments, fines, liabilities, costs, amounts paid or payable in settlement, and expenses (including attorney's fees) actually and reasonably incurred by the Member of the Board in connection with the defense of any action, suit or proceeding in which they are made a party by reason of having been a Member of the Board of Directors of the Corporation, except in relation to matters as to which such person is adjudged in such action suit or proceeding, to be liable for negligence or misconduct in the performance of duty. For the purposes of the preceding sentence:

- a. "Action, suit or proceeding" shall include every action, suit or proceeding, civil, criminal, administrative, investigative, or other, and shall include an action suit or proceeding that shall be otherwise terminated as against such Member of the Board of Directors without a final determination on the merits, if it shall be determined that such Member had not been negligent in the performance of duty, such determination to be made by a majority of the Board of Directors who are not parties to such action, suit or proceeding, through less that a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors;
- b. The right of payment and indemnification conferred shall extend to any threatened action, suit or proceeding and the final determination on the merits;
- c. The termination of action, suit, or proceeding by a plea of Nolo Contendere or other like plea shall not constitute a final determination on the merits;
- d. A judgment or conviction in any criminal action, suit or proceeding shall not constitute a determination of the person or persons so convicted has been negligent in the performance of their duties if it is determined by a majority of the Board of Director who were not a party thereto, though less than a quorum, or by one or more disinterested persons to the question may be referred by the Board of Directors, that the person(s) so convicted acted in good faith, or for a purpose for which they reasonably believed to be in the

best interests of the Corporation and the they had no reasonable cause to believe that his or her conduct was unlawful; and

- e. Advances may be made by the Corporation against the costs, expenses, fees, as determined by the Board of Directors. The Corporation shall pay on behalf of and indemnify a member who is not an Officer to the same extent that is does an Officer. The foregoing right of indemnification shall be exclusive of any other rights to which any Board of Directors my be entitled as a matter of law or which may be lawfully granted to them; and the indemnification hereby granted by the Corporation shall be in addition to and not in restriction of limitation of any other privilege or power which the Corporation may lawfully exercise with respect to the indemnification or reimbursement of Directors, Officers or members.

**ARTICLE XII**

**Dissolution**

In the event of dissolution of the Corporation, the Board of Directors shall donate all remaining assets to the Calvert County Parks and Recreation located in Prince Frederick, MD. The donated items shall be distributed among the other local non-profit youth organizations to help promote sports in Calvert County.

The By Laws and Articles have been reviewed and approved as signed and dated below.

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Date

President

## **Cover Page for General Membership**

### **AMENDMENTS TO BY-LAWS**

- While the overall intent of the club remains the same, the format of the existing bylaws needed updating to reflect the current needs of the club.
- Attached are the new and revised bylaws that the club will use as its governing document.

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