



## **BDCFA, Inc. dba Ben Davis Cadet Football Association**

### **CONSTITUTION**

### **AND**

### **BY-LAWS**

#### **ARTICLE I – IDENTIFICATION**

##### **SECTION 1 – NAME**

This organization shall be known as BDCFA, Inc., dba Ben Davis Cadet Football Association (hereinafter referred to as the "Corporation").

##### **SECTION 2 – PRINCIPAL OFFICE AND RESIDENT AGENT**

The post office address of the principal office of the Corporation is P.O. Box 24233, Indianapolis, IN 46224 and the physical location of the Corporation is 7400 W. 21<sup>st</sup> Street Indianapolis, IN 46214. The name of the Resident Agent is the President of Corporation. The location of the principal office of the Corporation or the designation of its Resident Agent, or both, may be changed at any time or from time to time when authorized by the Board of Directors.

##### **SECTION 3 – TERM OF EXSISTENCE**

The period during which the Corporation is to continue as a Corporation is in perpetuity.

#### **ARTICLE II – PURPOSE AND RIGHTS, POWERS AND PRIVILEGES**

##### **SECTION 1 – PURPOSES**

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and the Regulations promulgated there under, in accordance with the following specific purposes:

- a. To establish firmly in boys and girls in the Indianapolis and Wayne Township community, the ideals of good sportsmanship, honesty, loyalty, courage and reverence.
- b. To achieve such objectives by providing supervised, competitive athletic activities including but not limited to football and cheerleading, the primary purposes of which is the molding of future men and women, with the attainment of athletic skill, knowledge and understanding.

#### SECTION 2 – LIMITATION OF PURPOSES AND POWERS

No money or property received or held by the Corporation shall ever inure, directly or indirectly, to the private benefit of any member, director or officer of the Corporation, or any other person whosoever, except for reasonable compensation for services actually rendered to the Corporation.

On dissolution of this Corporation, any assets remaining after payments of its debts and obligations shall be transferred or distributed to a corporation organized for educational and charitable purposes substantially the same as the purposes of this corporation, such distribution to be for purposes within the intent of Section 501 (c) (3) of the Internal Revenue Code and the Regulations amended from time to time. No assets of the Corporation shall be distribution in dissolution or otherwise to any incorporator, member, donor, officer or employees.

#### SECTION 3 – RIGHTS, POWERS AND PRIVILEGES

Subject to any limitation or restrictions imposed by law, or the Articles of Incorporation, this Corporation shall have full exercise and enjoy, in furtherance of the purposes set forth herein, all of the rights, powers, privileges and immunities granted, and not expressly denied, by the Indiana Not-For-Profit granted nor Indiana Not-For-Profit Corporation Act, and under the common law, as may be necessary, convenient or expedient in order to accomplish the purposes set forth herein, as well as, any and all things which shall not impair the Corporation's status as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code and the Regulations promulgated there under, including, but not by way of limitation, the following:

- a. To sue and be sued in its corporate name;
- b. To have a corporate seal and to alter the same at pleasure;
- c. To receive by gift, devise, bequest, or to other-wise acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property absolutely or in trust, real or personal, tangible or intangible;
- d. To borrow money and to issue, sell or pledge its obligations and evidences of indebtedness, and to mortgage its property and franchises and to secure the payment thereof;
- e. To appoint such officers and agents as the affairs of the Corporation may require and to define their duties and fix their compensation;
- f. To make by-laws for the government and regulations of its affair;

- g. To cease its activities and to dissolve and surrender its corporation franchise.

### **ARTICLE III – MEMBERSHIP AND DUES**

#### **SECTION 1 – MEMBERS**

Members of the Corporation shall consist of the following:

- a. Coaches as set forth in Article VI, Sections 1 & 2
- b. Elected Board as set forth in Article V
- c. League Advisor
- d. Representatives as set forth in Article VIII

#### **SECTION 2 – OTHER AFFILIATIONS**

Members as set forth in Article V, Article VI.1, and Article VI.2 are required to be affiliated with one organization. The Board of Directors shall select an organization to be affiliated with BDCFA prior to January 1st of each year. The Board of Directors does reserve the authority to designate which organization they would like to be affiliated with after January 1st.

#### **SECTION 3 – SUSPENSION OR TERMINATION**

Membership may be terminated by resignation or action of the Board of Directors. The Board of Directors, by a Seventy-Five Percent (75%) vote or more of those present at any duly held meeting, shall have the authority to discipline or suspend or terminate the membership of any member when the conduct of such member is considered detrimental to the best interests of the Corporation.

Any member involved in being disciplined, suspended or terminated shall be notified at least twelve (12) hours prior to such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

#### **SECTION 4 – DUES**

There shall be no dues charged for membership in the Corporation.

#### **SECTION 5 – MEMBERSHIP CERTIFICATES**

The books and records of the Corporation and its committees shall comprise the Certificate representing each person's membership interest in the Corporation and may be transferred only upon the books and records of the Corporation as set forth in these By-Laws.

### **ARTICLE IV – BOARD OF DIRECTORS**

#### **SECTION 1 – NUMBER**

The Board of Directors shall consist of the Officers of the Corporation as is set forth in Article V.

#### SECTION 2 – ELECTIONS

At its annual meeting, which shall be held at the regularly scheduled meeting in January of each year, the Members of the Corporation shall elect the Officers of the Corporation for a term of two (2) years by majority vote of the quorum.

Members of the Corporation are as follows:

- a. Coaches as set forth in Article VI, Sections 1 & 2
- b. Elected Board as set forth in Article V
- c. League Advisor
- d. Representatives as set forth in Article VIII

#### SECTION 3 – NOMINATION COMMITTEE

The Board of Directors shall appoint a Nominating Committee of three (3) persons to examine available candidates for the upcoming year's Board of Directors positions. The Nominating Committee shall not offer more than two (2) people for each position and such recommendations shall be made on or before December 20<sup>th</sup> of each year. However, any person who expresses in writing to the Nomination Committee on or before October 20<sup>th</sup> of each year his or her desire to be nominated for any Board position may be nominated by the membership from the floor at the meeting. If a candidate has not expressed his or her desire in writing for the nomination for a Board Position before October 20<sup>th</sup>, he or she shall not be nominated from the floor.

#### SECTION 4 – DUTIES

The power to make, alter, amend or repeal the By-Laws of the Corporation shall be vested in the Board of Directors.

Subject to the provisions of any applicable law, the affairs and operations of this Corporation shall be vested in the Board of Directors of the Corporation. 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 and the Rules of the Game as it may deem proper.

The Board shall have the power by a Seventy-Five Percent (75%) vote or more of those present at any regular or special meeting to discipline, suspend or remove any Officer or Committee member.

#### SECTION 5 – TERMS OF OFFICE

The duly elected Board of Directors shall take office after being voted in the annual meeting held in January and shall serve for a period of two (2) years (or until their successors are selected and qualified).

After serving their term, they may elect to retain their position with Board approval and a vote of retention on the election ballot.

#### SECTION 6 – QUORUM

A majority of the Board of Directors shall be necessary to constitute a quorum thereof.

#### SECTION 7 – CHAIRPERSON OF THE BOARD OF DIRECTORS

The Chairperson of the Board of Directors of the Corporation shall be the President of the Corporation. Such Chairperson of the Board shall preside at all meetings of the Board of Directors. In the event of the President's absence the Vice President shall act as the Chairperson of the Board of Directors and preside over meetings.

#### SECTION 8 – ANNUAL MEETINGS

The annual meeting of the Board of Directors of the Corporation, which shall be held in January of each year, shall be held at such place within or without the State of Indiana as may be specified by the Board of Directors in their respective calls and notices of such meeting. This meeting shall be held for the purpose of organization and consideration of any other business which may be brought before the meeting. If the annual meeting of the Board of Directors is not held at the time designated by these By-Laws, such failure shall not work any forfeiture or dissolution of the Corporation.

#### SECTION 9 – SPECIAL MEETINGS

Special meetings of the Board of Directors may be held upon the call of the President, or upon the written request of three (3) members of the Board of Directors and each Directors must be notified of the time, place and general purpose of the meeting.

#### SECTION 10 – NOTICE OF MEETINGS

Notice shall be given by the Secretary of the Corporation of the giving and the serving of all notices of the Corporation.

#### SECTION 11 – ACTION WITHOUT A MEETING

Any action which may be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action consent in writing setting forth the action so taken shall be signed by all Members of the Board of Directors and such written consent is filed with the minutes of the proceeding.

#### SECTION 12 – VACANCIES

Whenever any vacancies shall occur in any office by resignation, removal, death or increase in the numbers of officers of the Corporation or otherwise, the same shall be filled by the Board of Directors and the officers so elected shall hold office until his or her successor is chosen.

#### SECTION 13 – REMOVAL

Any elected officer of the Corporation may be removed at any time by a Seventy-Five Percent (75%) or more vote of that Board of Directors present at any regular or special meeting.

### **ARTICLE V – OFFICERS**

#### SECTION 1 – THE PRESIDENT

The President shall preside at all meetings of the members and meetings of the Board of Directors. Discharging all the duties inherent to a presiding officer and perform such other duties as the Board of Directors may prescribe.

#### SECTION 2 – The VICE PRESIDENT

The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as the Code of By-Laws may require or the Board of Directors may prescribe.

#### SECTION 3 – THE SECRETARY (or Co-SECRETARY)

The Secretary shall attend all meetings of the members and of the Board of Directors and shall keep or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings. He or she shall attend in the giving and serving of all notices of the Corporation.

#### SECTION 4 – The TREASURER (or Co-TREASURER)

The Treasurer shall maintain a correct and completed record of account showing at all times the financial condition of the Corporation. He or she shall immediately deposit all funds of the Corporation coming into their possession in some reliable bank or other depository to be designated by the Board of Directors and shall keep such bank account(s) in the name of the Corporation.

### **ARTICLE VI – HEAD COACHES AND ASSISTANT COACHES**

#### SECTION 1 – HEAD COACHES

Each and every team in each Division shall have a Head Coach who must submit an application to the Board of Directors for approval on or before July 1st of each season.

#### SECTION 2 – ASSISTANT COACHES

The Head Coach of each team in each Division has the authority to designate in writing to the Board of Directors one (1) Assistant Coach on or before July 1st of each football season. This provision is not intended to limit the number of persons a Head Coach may wish to utilize in coaching the team.

### SECTION 3 – TERM

The approval of the Head Coach or Assistant Coach of a term by the Board of Directors is for the duration of one (1) football season.

### SECTION 4 – ASSISTANT COACH POLICY

The Head Coach is selecting his Assistant Coach shall strive to have an Assistant Coach that will remain in the division after the Head Coach moves up to the next division. Such action shall provide a source of experienced new Head Coaches as the year's progress.

## **ARTICLES VII – Junior Giants**

### SECTION 1 – COACHING STAFF AND PROGRAM

The Ben Davis Cadet Football League is a member of the Indiana Elementary Football Association (IEFA)

The Ben Davis Cadet Football Association will support and/or sponsor a travel team(s) to participate with other IEFA member travel team(s) in scrimmage, regular season, post season and tournament games. The travel team will be governed by the Rules of Play and Code of By-Laws of the IEFA.

There may be a maximum of 24 players on the Jr. Giant Football team's playing roster at any one time from the commencement of the IEFA regular season through to the end of the season. Prior to the start of the season, the Jr. Giant head coach must comply with the Board of Directors to ensure all players are registered properly and the rostered prior to the in-house combine. The roster shall mostly contain students currently attending a Wayne Township School. At least one practice a week will be held at the physical location of the Corporation. Players on Injured Reserve do not count in the 24-man limit. The Junior Giant head coaching position must be only approved by and at the discretion of the League Advisor.

## **ARTICLES VIII – DESIGNATED REPRESENTATIVES AND COMMITTEES**

### SECTION 1 – REPRESENTATIVES

The Board of Directors shall designate representatives before January 1<sup>st</sup> of each year and includes but is not limited to: Major Coordinator, Minor Coordinator, K2 Coordinator, Indiana Elementary Football Association (IEFA) Representative, Cheerleading / Junior Giants Coordinator, Publicity Coordinator, Concession Coordinator(s), Team Mom Coordinator(s), Equipment Coordinator(s), Sponsorship Coordinator(s), Registration Coordinator(s), League Commissioner(s), Draft Coordinator(s), Security Coordinator(s), Field Maintenance personnel, Building / Construction Coordinator(s), Tournament Coordinator(s), Fundraising Coordinator(s) or any position deemed necessary by the Board. The Board does reserve the authority to designate positions after January 1<sup>st</sup>.

## SECTION 2 – LEAGUE ADVISOR

This position is designated for the Head Coach of Ben Davis High School Football. Participation of the High School Football Staff is at the discretion of the Head Coach.

## SECTION 3 – COMMITTEE CHAIRPERSON

The Board of Directors shall before January 1<sup>st</sup> of each year select and appoint a Committee Chairperson for each of the following Committees: Rules and Regulations Committee or any committee deemed necessary by the Board for proper functioning of the organization.

## SECTION 4 – RULES AND REGULATIONS COMMITTEE

The Rules and Regulations Committee shall be comprised of eight (8) members: The Chairperson appointed by a majority vote of the Board of Directors, and seven (7) other members who shall be appointed by the Committee chair with the approval of the Board of Directors. Such committee shall present the Board of Directors for its approval each year a document setting forth the rules and regulations for the upcoming football season. Such document shall be submitted to the Board of Directors not later than July 15<sup>th</sup> of each year. The rules and regulations must be approved by Seventy-Five Percent (75%) of the Board of Directors.

## SECTION 5 – REGISTRATION COMMITTEE

The registration committee shall be comprised of a Registration Coordinator, Publicity Coordinator, Cheerleading Coordinator, one (1) member of the Board of Directors and one (1) person selected by the Registration Coordinator. Setup all of the upcoming season's registration dates and decides what marketing tools show be used to promote registration dates. All dates and marketing tools should be defined to and approved by the Board of Directors no later than February 1<sup>st</sup> of each year.

## SECTION 6 – RULES INFRACTION COMMITTEE

A Rules Infraction Committee consisting of the President, Vice President, Secretary(s), Treasurer(s), League Advisor, IEFA Representative, Major Coordinator, Minor Coordinator and K2 Coordinator shall review and pass on all rule infractions pursuant to the Game Rules. If the dispute involves one (1) or more of the members of the Rules Infraction Committee, this member(s) will not be permitted to cast a vote; if necessary, committees members will be removed in ascending order to achieve an odd-numbered committee. The Rules Infraction Committee will hear each side of the dispute one (1) time along with one (1) rebuttal. Game officials may be called for consultation.

## SECTION 7 – OTHER COMMITTEES

Other committees may be formed and dissolved at the discretion and/or by a majority vote of the Board of Directors. The Chairperson of any such committee shall be appointed by the Board of Directors.

## **ARTICLE IX – CONTRACT, CHECKS, NOTES, ETC.**



## SECTION 1 – PROCEDURE

All checks, drafts, bills exchanged, other contracts and orders for the payment of money for expenses in the conduct of ordinary course of business of the Corporation, be signed by the Treasurer(s). All expenses exceeding fifty dollars (\$50.00) but less than one thousand dollars (\$1,000.00) require a proof of purchase and signed off or by the Treasurer(s). Purchases exceeding one thousand dollars (\$1,000.00) require a proof of purchase, Board of Directors approval by signature on invoice by the Treasurer(s), Vice President and President.

All other expenses falling outside the aforementioned statement require review and approval by the Board of Directors.

## SECTION 2 – CONTRACTUAL AUTHORITY

No Member of the Corporation or any other representative of the Corporation shall have the power of authority to enter into any contract or other obligation on behalf of the Corporation without express written authority of the majority of the Board of Directors.

## **ARTICLE X – ADMENDMENTS**

### SECTION 1 – PROCESS

The power to make, alter, amend or repeal this code of By-Laws is vested in the Board of Directors of the Corporation but such action shall be taken only at a meeting specifically called for such purpose. The affirmation vote of Seventy-Five Percent (75%) of all of the Board of Director is required to effect any such change(s) in this code of By-Laws.

## **ARTICLE XI – FISCAL YEAR**

### SECTION 1 – DEFINED

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of December of the same year.

## **ARTICLE XII – CONFLICT OF INTEREST**

### SECTION 1 – DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### SECTION 2 – DETERMINING WHETHER A CONFILICT OF INTEREST EXISTS

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a

conflict of interest is discussed and voted upon. The remaining Board of Directors and Member(s) shall decide if a conflict of interest exists.

**SECTION 3 – PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST**

- a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors/committee member(s) whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**SECTION 4 – VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY**

- a. If the, the Board of Director or committee member(s) has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE XIII – BOARD APPROVAL**

This document was approved by the Board of Directors on March 9, 2012. (Hard Copy on file)