

ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT  
OF  
THE BROOKLYN YOUTH FOOTBALL CLUB, LLC

ARTICLE I

NAME, ADDRESS, LEGAL FORM, START DATE, FISCAL YEAR AND PROVISION FOR  
FUTURE DISSOLUTION OF ORGANIZATION

The name of this organization shall be the "Brooklyn Youth Football Club, LLC." (the Club). The mailing address of the Club shall be 4760 Brookhigh Dr., Brooklyn, Ohio 44144. The Club shall be organized and registered as a non-profit limited liability company (non-profit LLC) under the laws of the State of Ohio as of August 10, 2009 and shall be organized and operated in such a manner as to be eligible for recognition as a tax-exempt non-profit public charitable and educational organization under Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Boosters Club shall inure to the benefit of or be distributed to any member, director, officer, employee or other individual, partnership, estate, trust, corporation or limited liability company having a personal or private interest in the non-profit limited liability company. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this organization shall be limited to reasonable amounts.

The fiscal year shall begin the first day of August and end the thirty-first day of July.

Upon dissolution of the Club, its assets shall be disposed of exclusively for the purposes of the non-profit limited liability company or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organization under section 501(c)(3), or shall be distributed to the Brooklyn City School District, to a state or local government or the federal government, for a public purpose.

ARTICLE II

MISSION STATEMENT AND OBJECTIVES

It is the mission of the Brooklyn Youth Football Club to promote athletic and academic excellence, good sportsmanship, and character-building relationships among student-athletes, coaches, school administrators, teachers, support staff, parent's and citizens through the financial and moral support provided by dedicated volunteers

The specific objectives of the Club shall include, but not be limited to, the following:

- (a) To promote the interest and enthusiasm of local citizens in all the activities sponsored by the Brooklyn Youth Football Club.
- (b) To promote better understanding between, parents, students, and local citizenry.

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- (c) To encourage the highest standards of good sportsmanship and fair play.
- (d) To endeavor to increase the attendance and support of all Football Club activities.
- (e) To cooperate with the faculty and school authorities from the Brooklyn City Schools in attempting to provide each and every student participating in the football programs with any or all necessary equipment.
- (f) The purpose of this organization shall be morale boosting, fund raising, non-political and non-sectarian. No substantial amount of the activities of the Brooklyn Youth Football Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this organization shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (g) To develop youth football players' skills in the game of football that will be eventually result in the improvement of the Brooklyn City Schools' football program once youth-aged football players reach their freshman year and are able to play for the high school team.
- (h) To assist and promote any projects and/or programs that are to be developed by the Executive Board, the Brooklyn Youth Football Club committees and vote of the membership with the approval and support of the appropriate club authorities when necessary.

### ARTICLE III

#### MEETINGS OF MEMBERSHIP

- (a) ANNUAL MEETING. An Annual Meeting (second (2<sup>nd</sup>) meeting of the fiscal year) of the membership of the Brooklyn Youth Football Club shall be held at 4760 Brookhigh Dr. An Annual Report of the previous year will be read at this meeting.
- (b) MONTHLY MEETINGS. Monthly meetings of the membership of the Brooklyn Youth Football Club shall be held on the second Sunday of each month. The date of the monthly meetings will be subject to notification by the Executive Board. Notice of any change in the monthly meeting date shall be given to as many members as possible through various communication means.
- (c) SPECIAL MEETINGS. Special meetings may be called by the President of the Brooklyn Youth Football Club on written request of at least five (5) members or on request by the majority vote of the Executive Board. Members shall be given five days written notice of the date, time, place and purpose of the meeting. No other business, other than that specified, shall be considered at a Special Meeting.
- (d) A QUORUM. A Quorum will consist of a majority of voting members present.

## ARTICLE IV

### MEMBERSHIP

Eligibility. Any person who has a son or a daughter in The Brooklyn Youth Football Club is eligible for membership.

(a) Votes on expenditures shall be by members in good standing that have attended a minimum of three (3) of the past ten (10) meetings.

(b) To be eligible to vote in the Brooklyn Youth Football Club General Election, a member must have previously attended at least two (2) full monthly meetings since the last general election. (The meeting that has the general election shall not constitute one (1) of the two (2) required monthly meetings for this purpose.)

## ARTICLE V

### EXECUTIVE BOARD

The affairs and properties of the Brooklyn Youth Football Club shall be administered and executed by the Executive Board as herein provided. The Executive Board shall consist of:

(a) All five (5) elected officers of the Brooklyn Youth Football Club. (President, Vice President, Secretary, Registrar, and Treasurer)

(b) All past Presidents of the Brooklyn Youth Football Club who have attended at least two (2) full Executive Board meetings in the prior year and has completed one (1) full year's term of office.

(c) The Chairperson(s) of the standing committees.

## ARTICLE VI

### DUTIES OF THE EXECUTIVE BOARD

The Executive Board shall be the governing body of the Brooklyn Youth Football Club and shall transact necessary business on the behalf of the Brooklyn Youth Football Club.

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An officer or past President of the Executive Board can be removed from office only at a special meeting of the membership called for that purpose. A notice of a special meeting shall be mailed to all members five (5) days prior to said special meeting. An officer or past President can be removed from the Executive Board by 2/3 vote of the members present at that special meeting.

All members of the Executive Board shall remain in office until July 31 following the election. All departing members of the Executive Board shall give their respected successors any and all pertinent material, workbooks, files, records of, financial assets, etc. within fifteen (15) days following the new term of elected officers.

## ARTICLE VII

### MEETINGS - EXECUTIVE BOARD

(a) REGULAR EXECUTIVE BOARD MEETINGS. Regular meetings of the Executive Board shall be held monthly, or such date as the Board may designate.

(b) SPECIAL MEETINGS. Special meetings of the Executive Board may be called by the President or three (3) members of the Executive Board.

(c) NOTICE OF MEETINGS. The Secretary shall give notice of each special meeting to each member of the Executive Board at least five (5) days before any meeting.

(d) QUORUM. A quorum shall consist of at least three (3) members of the Executive Board.

(e) PLACE OF MEETINGS. The Executive Board may hold its meetings at any place or places within the City of Brooklyn, Ohio as the Board may from time to time determine.

## ARTICLE VIII

### OFFICERS

The officers of the Brooklyn Youth Football Club shall consist of a President, Vice-President, Secretary, Treasurer and Registrar.

All current officers of the unincorporated association known as the Brooklyn Youth Football Club as of July 31, 2009 shall assume those same roles as outlined here through July 31, 2010.

## ARTICLE IX

### ELECTION OF OFFICERS

(a) NOMINATING COMMITTEE. At the February Executive Board Meeting, the President shall appoint a nominating committee consisting of at least three (3) members of the Brooklyn

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Youth Football Club. The chairperson shall be elected by the nominating committee members. This committee shall be announced at the February membership meeting. The nominating committee shall present its recommendations for officers at the April Executive Board meeting.

(b) ELIGIBILITY FOR OFFICE All nominees for President, Vice-President, Secretary, Treasurer and Registrar shall have been members of the Club for at least one (1) full year prior to taking office. Also rules for eligibility for membership (Article IV) will apply. Candidates will also have been present at least three (3) of the past continuous twelve (12) month period meetings and have worked at a minimum of three (3) functions during the prior fiscal year.

(c) ELECTIONS. At the April membership meeting, the nominating committee's recommendations shall be announced. At this time nominations will be requested and accepted from the floor, provided such nominees can meet the qualifications as covered in ARTICLE IV and ARTICLE IX, (b)

(d) In the event of no opposition for all offices, the Secretary will be instructed to cast the unanimous ballot for the candidates at the June membership meeting. If there are nominations accepted from the floor, the Nominating Committee Chairperson shall appoint a committee of three (3) members who shall distribute and collect and count ballots and report the results of the vote by count if so requested.

(e) All newly elected officers shall officially assume the duties of their office on June 1 following the election.

(f) TERM OF OFFICE. Elected officers shall serve for a term of one (1) year.

## ARTICLE X

### DUTIES OF OFFICERS

(a) PRESIDENT. The President shall preside at all meetings of the Club and of the Executive Board. He/She shall appoint all standing committee chairpersons and special committee chairs. The President and the Secretary shall sign all written contracts of the Brooklyn Youth Football Club that have previously been authorized by the Executive Board. The President shall fill by appointment, subject to approval by the Executive Board, any vacancies that occur during his/her tenure in office. The President shall have the authority to spend up to \$100.00 for emergency situations only. This authority shall not exceed three (3) times a year without Executive Board approval.

(b) VICE PRESIDENT. The Vice President shall assume the duties and responsibilities of the office of the President in the absence of the President. He/She shall perform other duties as designated by the President.

(c) SECRETARY. The Secretary shall be present at all meetings of the Club and of the Executive Board and shall keep the minutes of all meetings. The Secretary shall perform other duties pertaining to the office as may be designated by the President and/or Executive Board. Furthermore, the Secretary shall be required to have communication of efforts published via any media seven (7) days following monthly business meetings.

(d) TREASURER. The Treasurer shall receive all monies of the Club and shall keep an accurate record of receipts and expenditures. The Treasurer shall payout funds and advance money for projects and regular expenditures as authorized by the Executive Board. The Treasurer shall maintain a checking and savings account for the Brooklyn Youth Football Club in FDIC Insured accounts at a bank that has a branch within the city limits of Brooklyn, Ohio and shall reconcile those accounts on a monthly basis. All disbursements will require two (2) signatures. The Treasurer shall present a financial report at every meeting and at other times when requested by the Executive Board. The Treasurer shall make a full report at the annual membership meeting in January. The Treasurer's accounts shall be subject to review three times a year by an appointed audit chairperson, Also an audit of all finances are to be completed by representatives directed by the membership-at-large once a year to be completed by August 31. The Treasurer shall prepare and file or arrange to have prepared by an outside accountant, IRS Form 990 (or 990-EZ) in order for this information return to be filed by the due date of the 15<sup>th</sup> day of the fifth month after the Boosters Club fiscal year end of July 31, (this date will be December 15 unless the Club's fiscal year is subsequently changed).

(e) REGISTRAR. The REGISTRAR shall be present at all meetings of the club. And have voting rights on all matters. The REGISTRAR will keep and update all forms of each player and cheerleader in the club, which includes registration , code of conduct, physical/medical forms and any waiver forms used by the Brooklyn Youth Football Club.

## ARTICLE XI

### ORDER OF BUSINESS OF REGULAR AND SPECIAL MEETINGS

1. Call meeting to order
2. Reading of minutes of previous meeting
3. Reading of financial report
4. Business at hand - standing committee reports.
5. Special committee reports (if applicable)
6. Old Business
7. New Business
8. Drawing held and member designated for subsequent monthly Executive Board duty
9. Adjournment

Note: for any report or official decision to be made , a motion and a second must be made, a reasonable time for discussion must be allowed as determined by the President, and a floor vote must be taken for the motion to pass.

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## ARTICLE XII

### STANDING COMMITTEES

STANDING COMMITTEES SHALL BE:

1. Audit
2. Membership
3. Ways & Means
4. Publicity

(a) The President shall appoint the chairperson of all standing committees. The chairperson shall serve at the President's discretion. The chairperson of the standing committee shall appoint the members of that committee.

(b) The Chairpersons of the standing committees shall present report on a monthly basis to the Executive Board.

(c) Duties and responsibilities of standing committees:

1. It shall be the duty of the Audit Chairperson to audit the books one (1) time a year and make an annual report of the books at the September meeting.
2. It shall be the duty of the Membership Chairperson to enroll new members into the Club. The Membership Chairperson shall collect and keep records of the dues of the members and shall present membership cards with date of issuance upon receipt of dues.
3. It shall be the duty of the Ways and Means Chairperson to provide information for creation of the annual calendar and provide ideas for various projects for raising funds for the Brooklyn Youth Football Club.
4. It shall be the duty of the Publicity Chairperson to publicize all events sponsored by the Club and to publicize Club achievements.

The President shall be an ex- officio member of all committees except the nominating committee.

Local financial support to be out lined and state each May for June vote by the membership.

## ARTICLE XIII

### SPECIAL COMMITTEES

- (a) The President may appoint special committees and define their duties.
- (b) Special committee appointments shall expire at the completion of the assigned duties or by directive from the President.
- (c) Special committees shall automatically cease to exist at the end of the term of the office of current President, unless continued by the new President.

## ARTICLE XIV

### AMENDMENTS

The Articles of Organization and Operating Agreement may be amended by a two-thirds vote of the members present at any regularly scheduled meeting of the Club after having been read at two (2) consecutive meetings.

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