



**WALL KNIGHT FAMILY FOUNDATION
BY-LAWS**

1.0 NAME

The name of the foundation shall be WALL KNIGHT FAMILY FOUNDATION, INC. (hereinafter referred to as the “foundation”)

1.1 CHANGE OF NAME

The foundation may change its name by at least a 3/4th majority vote of the Board (hereinafter defined) at its regular meeting provided proper notification is given to all founding members.

1.2 USE OF NAME

A) No person or persons affiliated with the foundation may issue any statement, either written or verbal, to any newspaper, radio, television or any other communication media which might be interpreted to be an official statement, policy or position of the foundation, without the express written permission of the Board (hereinafter defined).

B) No person or persons affiliated with the foundation may use or indirectly imply the name of WALL KNIGHTS FAMILY FOUNDATION for any other purpose except to further the purposes and objectives as specified herein.

C) The President shall serve as the official spokesperson for the foundation, except in those instances where the President and the Board of Directors direct other personnel to handle public statements or forward-thinking goals and objectives.

2.0 OBJECTIVES / PURPOSE

This Corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

(a) Promote, advance and sponsor football which shall include Wall Football Programs. Located in Wall Township, New Jersey;

(b) Promote youth activities in football and related recreational activities;

(c) Operate, lease, and grant rights to others in connection with the operation of concessions as related to and in connection with any activity that is engaged in the promotion of football;

(d) Promote, and sell all types of advertising in connection with its football activities and program;



(e) To hold, purchase, acquire, sell, convey, lease, mortgage, take by gift, devise, donation or bequest, or otherwise acquire and dispose of property, real or personal, tangible or intangible;

(f) To borrow money and issue, sell or pledge bonds, promissory notes, debentures and other obligations and evidences of indebtedness, secured or unsecured;

(g) To engage in fund raising projects so as to raise and obtain money for the exclusive purpose of furthering the objects and purposes set forth herein;

(h) To organize club or clubs whose main purpose is the promotion and advancement of football, and to operate the same exclusively for charitable, scientific, safety, or educational purposes, and no part of the net earnings of which shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of the organization shall be carried on for propaganda, or otherwise to attempt to influence legislation and shall not participate in or intervene in any political campaign on behalf of any candidate for public office, all within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 and any amendments or supplements thereto.

2.1 RESTRICTIONS

The foundation shall not be conducted or operate for profit and no part of any proceeds from fees, donations, fees or other income shall be used for the benefit of any member or individual.

3.0 Foundation SEAL

There shall be a foundation seal, which shall be a circular impression having inscribed thereon the name of the foundation and the year of its incorporation

3.1 INSIGNIA

The official insignia of the foundation shall include, but not be limited to, the official insignia of WALL KNIGHT FAMILY FOUNDATION

3.2 LOGO FOUNDATION COLORS

The logo, for the foundation shall correspond with the Wall Football Teams.

4.0 AFFILIATIONS

The foundation shall be an autonomous entity and shall have no affiliation with any other organization.

5.0 FISCAL YEAR

The fiscal year of the foundation will begin January 1st and end December 31st.



6.0 BOARD MEMBERSHIP

Membership shall be afforded to individuals by invite from the President and with the approval of the Board of Directors.

6.1 BOARD TERMS

All Board terms shall run concurrent with the fiscal year.

7.0 APPOINTED OFFICERS

The appointed officers of the Board of Directors shall serve a term consisting of two (4) years.

- (1) President
- (2) CFO
- (3) First Vice – President
- (4) Second Vice President
- (5) Secretary
- (6) Wall High School Football Liaison
- (7) Wall AYF Football Liaison

At the recommendation of the President the Executive Board (by a majority vote of the Executive Board) may adjust or modify the positions or add positions as they see fit based on the need of the organization.

8.0 BOARD OF DIRECTORS OATH OF OFFICE

I will refrain from corruption, unfair business practices which would be considered harmful to the foundation, the nonprofit sector and community of Wall Township. I will protect the human rights and dignity of all people impacted by the WALL KNIGHT FAMILY FOUNDATION. I will oppose discrimination and exploitation.

8.1 REMOVAL FROM OFFICE

At the recommendation of the President and by a majority vote a board member can be removed from office

9.0 BOARD POSITIONS

9.1 PRESIDENT

The President shall serve as Chief Executive Officer attending to the day-to-day business and of the foundation. He shall preside over all Board of Directors meetings. This position will be responsible for providing updates to the Board of Directors as it relates to all WALL KNIGHTS FAMILY FOUNDATION business.



9.2 FIRST VICE PRESIDENT

The First Vice-President shall preside over all meetings where the President is not in attendance. He will work closely with the Board President to ensure capital improvement time lines are satisfied. This position will report to the President.

9.3 SECOND VICE PRESIDENT

The Second Vice-President shall preside at all meetings where both the President and First Vice-President are not in attendance. He will be responsible for identifying private sector donors / fundraising to help support the foundations objectives. This position will report to the President.

9.4 CFO

The CFO Officer will be responsible and have sole custody of all moneys and securities due and owing the foundation. He will deposit into moneys into accounts designated by the foundation. He will file the proper tax returns along with providing required financial reporting. This position will report to the President.

9.5 SECRETARY

The Secretary shall be charged with keeping an accurate record of all meetings, agendas, correspondence and documents of the foundation. Minutes will be sent via email to the Board 24 hrs. after a meeting for review. Approval of minutes will be discussed and passed at the next Board meeting. This position will report to the President.

9.6 HIGH SCHOOL FOOTBALL LIASON

The HSFL will be responsible for communication with the Wall Football Club and their leadership to provide support for potential projects time lines along with understanding the needs of the team will need to be provided. This position will report to the President.

9.7 WALL AYF LIASON

The AYF will be responsible for the communication with Wall AYF Board of Directors regarding potential projects, time lines and the general needs of the organization. This position will report to the President.

10.0 MEETING PROCEDURES

Meetings will be held monthly with proper notification from the President

11.0 QUOROM



A quorum of 4 members will be required to conduct any of the business of the foundation

12.0 PARLIMENTARY AUTHORITY

All meetings of the WALL TOWNSHIP FOOTBAL FOUNDATION shall be governed by these by-laws. On instances where the by-laws don't address issues or circumstances, which arise in meetings, the Board of Directors will refer to parliamentary procedures specified in the Roberts Rules of Order.

13.0 LEGAL COUNSEL

The Board of Directors may appoint a legal counsel to assure that all necessary matters of the foundation are attended to. Said legal counsel shall be an attorney in good standing, licensed to practice law in the State of New Jersey.

14.0 SALARIES

No Board of Director shall for any reason of his office, be entitled to receive any salary or compensation. Board of Directors are entitled to be reimbursed for expenses incurred on behalf of the foundation with documentation and Board approval.

15.0 GIFT AND BEQUESTS

All moneys and properties, real or personal, received by gift or bequest shall be devoted to the purpose stipulated in any such gift or bequest but, only if such purposes are within the lawful purposes of the foundation shall any such gift or bequest be accepted. The Board of Directors is authorized to accept and receive in the name of the foundation all such moneys and properties given for the purposes of the same in trust or otherwise as provided for in these Bylaws.

16.0 DISPOSITION OF FUNDS AND PROPERTY

Upon dissolution of the corporation, the assets of the corporation 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 distributed shall be disposed of by a Court of Competent Jurisdiction 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.



17.0 PERSONAL LIABILITY

The Board of Directors of the foundation shall have no authority or power to legally bind the foundation at any financial commitment or sum of money. Nor shall any member of the Executive Board or Board of Directors have any personal liability and/or be subject to any claims for damages of any kind for conduct or actions taken in good faith consistent with and pursuant to these Bylaws. All persons and/or corporations extending credit to, contracting with or have claim against the foundation shall look only to the contract or claim of money that may otherwise become due or payable to them from the foundation, at the approval of the Board of Directors.

18.0 AMENDMENTS

Any amendments or changes (whether they are additions or deletions) to the Bylaws of the foundation shall be submitted by to the Board of Directors for their approval. Any amendments or changes shall be read at two (2) consecutive meetings of the Board of Directors and voting must take place immediately after the second reading. Amendments must be approved by a majority vote.

19.0 MISSION STATEMENT

The purpose of the WALL KNIGHT FAMILY FOUNDATION is to utilize the resources available through the private sector to support the Wall Football Programs. The foundation will focus on large scale capital improvement projects which will allow Wall's football players to have access to state-of-the-art facilities, equipment and training.

Submitted / Attest

Notice is hereby given the provisions of these by-laws were approved by the Board of Directors of the WALL KNIGHT FAMILY FOUNDATION. March 12, 2020.

Dean Marabeti

Bryan Mulholland

Board Member WKFF

Board Member WKFF

DM 3/12/2020.

Bryan Mulholland
3/12/2020

Kenneth M. Spann
Notary of Public 3/12/2020

