

# **501(c)(3)Articles of Incorporation for Philadelphia Bundesliga Fan Coalition**

*A Domestic Non-Profit Corporation*

We, the undersigned natural persons, of the age of eighteen years or more, acting as Incorporators of a corporation pursuant to the Nonprofit Corporation Law of Pennsylvania, do adopt the following Articles of Incorporation:

## **ARTICLE I**

The name of this Corporation shall be PHILADELPHIA BUNDESLIGA FAN COALITION, also known as the Philly BFC. The Corporation shall be a corporation of the Commonwealth of Pennsylvania.

## **ARTICLE II**

The Corporation shall be its own registered agent and its registered office in the Commonwealth of Pennsylvania shall be located at Brauhaus Schmitz at 718 South St., Philadelphia, Pennsylvania 19147. The founding chapter of the Corporation was founded on October 1, 2012. This will be known as the parent chapter of this organization. On this date, the founding members of the Philadelphia Bundesliga Coalition were: Michael Barber, Katherin Swift, and K. Richard Murray.

## **ARTICLE III**

The Corporation is organized exclusively for the love of sport, in particular Football/Soccer, without any financial gain for its board or membership. The primary goal of the Philadelphia Bundesliga Fan Coalition is to promote European Football to any and all interested parties...to enjoy the Bundesliga Football League of Germany (Deutsche Fussball Liga) and to promote any and all season matches and related tournaments, and international events (such as but not limited to the FIFA World Cup, the Olympics, Deutsche Pokal, etc.). The purpose of the Corporation and the nature of its business shall be lawful activity or action for which a Corporation may be organized under the Nonprofit Corporation Law of Pennsylvania, including, but not limited to, fund-raising to further European Football to interested parties (youth leagues, school teams, etc.)

## **ARTICLE IV**

The Corporation shall not have the authority to issue capital stock. The Corporation shall be eligible, and can accept, charitable donations, grants, and program related investments (PRIs) by foundations.

#### ARTICLE V

The Corporation is not organized for profit and does not contemplate pecuniary gain or profit, incidental or otherwise.

#### ARTICLE VI

The Corporation shall have perpetual existence.

#### ARTICLE VII

The Corporation shall be governed by an Executive Board, of which number, four or three-quarters of the whole number, shall constitute a quorum, who, and their successors in office, shall be and are hereby declared to be one body politic and corporate in deed and in law by the name of Philadelphia Bundesliga Fan Coalition. The Executive Board shall consist of a no fewer than three (3) and no more than seven (7) and whose exact number shall be fixed, from time to time, by the bylaws of the Corporation. The board positions are voted on by active members. Elections will be determined by nominations and voting will be conducted on a determined time thereafter.

Executive Board posts will be for a time period of two (2) years. In the event of an issue whereby an executive board member cannot perform said duties an alternate will take their place until that board member can return to said post. If said board member cannot return to duties then the position may be appointed by the Executive Board until the term is completed and a replacement will be voted in the next election.

The elected Executive Board shall contain a President, a Vice President, Treasurer, Secretary, Historian, Sergeant-of-Arms, and such other officers/positions as such Board may deem proper. Duties of each Executive Board member will be defined at a later time.

No Executive board member of this Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an Executive Board member, provided that the liability of an Executive Board member for such monetary damages for breach of fiduciary duty shall not be eliminated or limited (i) for any breach of the Executive Board member's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a known violation of the law, or (iii) for any transaction from which any Board member shall derive an improper personal benefit.

The Executive Board of this Corporation is authorized and empowered to adopt such Bylaws or other governing laws of this Corporation as to effectuate and implement the provisions of this Article.

## ARTICLE VIII

Membership in this Corporation is open to all adults, twenty-one (21) years and over, without restriction on the basis of race, creed, color, national origin, or sex, who share an interest in the Bundesliga, related events associated with this Corporation, and to a lesser extent Major League Soccer. **All members are expected to treat with respect: other members, friends of the Philadelphia Bundesliga Fan Coalition, and any other individuals said member may come in contact with during a Philly BFC event.** All members are expected to comply with this Corporation's bylaws.

Any prospective members who are between the ages of fourteen to seventeen (14-17) will be considered Associate members along with the signed parental or guardian consent. Associate members will be allowed to attend events, however, consumption of alcoholic beverages and tobacco products or any other legalized products deemed unavailable due to state and federal laws will be prohibited. Any prospective members between the ages of eighteen to twenty (18-20) may become a full-fledged member, but must sign a waiver form acknowledging that alcoholic beverages, tobacco products, and any other food or product deemed illegal due to age by state and/or federal government will be prohibited. **No behavior which may insult or endanger the lives of those around said member, during a Philly BFC event, will be tolerated. This Corporation holds the right to escalate the matter to local law enforcement if necessary.**

Membership is open to fans of all Bundesliga teams. There shall be no restrictions, nor will this Corporation be identified with a specific Bundesliga professional team.

Whether an event is held at Brauhaus Schmitz, any other public restaurant/bar or at private residence, such as but not limited to pool parties, barbecues, birthday parties, etc., all invited and attending members and guests are expected to respect the location of where the event is being held and present individuals. No inappropriate behavior will be tolerated.

If a member displays prohibited behavior or acts in willful misconduct outlined in the said by laws, during a public or private event sponsored by this Corporation, that member may be subject to disciplinary actions: including fines and up to but not limited to removal of all membership benefits of the Philadelphia Bundesliga Fan Coalition.

Membership dues are a set amount determined by the Executive board and Any and all monies acquired by dues collection will be shared with all Members through any and all effective ways of communication such as but not limited to email transmission, text/SMS messaging, monthly reports shared at meetings (provided that the Vice President and/or Secretary has the supplies and the means such as but not limited to: time to prepare reports, supplies available to reports, availability to attend meeting with acceptable issues for not attending meetings), and social media outlets such as Facebook, Twitter, Instagram, Snapchat, etc. All information shared within the membership will be shared through the proper channels within these outlets and internal club business will not be shared with the general public or within open social sites.

All paying members who pay their dues in a timely manner and remain in good standing within the Corporation will be allowed to use any and all Privileges afforded to said member in the Philadelphia Bundesliga Fan Coalition.

Members are encouraged but not required to attend the advertised Philadelphia Bundesliga Fan Coalition events. An advertised event can refer to the following: any and all Bundesliga watch events hosted by this Corporation at Brauhaus Schmitz, any Philadelphia Union match, an event hosted and provided by Brauhaus Schmitz where this Corporation may have a significant presence, any television broadcasted events hosted by this Corporation which may be broadcasted on US or International television by a major network such as FOX Sports, ESPN or Sky Sports, or any said advertised event posted in any form of communication among the members of the Philadelphia Bundesliga Fan Coalition.

#### ARTICLE IX

There shall be a monthly meeting of members held at Brauhaus Schmitz, Philadelphia, Pennsylvania and at such other time and place as the Executive Board shall appoint, to consult, advise and act, on and about the affairs and business of said Corporation; the officers of said Board may call special meetings thereof, by giving written notice at least five (5) days previous to the time of said meeting, and at every meeting of said board they may legally transact any business proper for said board: and if the President shall not attend such meeting, the Vice President shall preside, and in the absence of both, a Executive Board member must be in attendance or said meeting shall be rescheduled.

#### ARTICLE X

The name Philadelphia Bundesliga Fan Coalition, also known as the PhillyBFC; are trademarked properties and is the sole possession of the Philadelphia Bundesliga Fan Coalition.

Unauthorized use or reproduction without the consent of these Properties without express written consent from the founding Members is strictly prohibited under the laws of Pennsylvania.

The logo and insignia for the Philadelphia Bundesliga Fan Coalition consists of a black background with a soccer ball design in the center. The silhouette of the statue of William Penn standing on the top of City Hall as such displayed is set in the city of Philadelphia.

Behind the statue are the colors of the flag of the Federal Republic of Germany. Said colors are black, red and gold.

The design is surrounded on the outer portion of the surrounding circle and the words on the top half of the circle read in bold print "Bundesliga FC". The bottom half has the word "Philly". This is a popular abbreviated term for the city of Philadelphia.

The above mentioned logo, will be used with any and all approved Merchandise that will be available to any and all members in good standing. Any merchandise available to outside members shall be approved by Executive board members, and then brought to the membership for voting.

The Executive board does reserve the right to present merchandise with the above named logo without approval provided said merchandise is used with the best interests of the Philadelphia Bundesliga Fan Coalition in mind.

Any misuse of properties of this Corporation by an Executive board member shall be subject to disciplinary review and may incur penalties such as but not limited to: fines, removal of position, suspension, and possible removal from this Corporation.

Any misuse of properties of this Corporation by a member will be subject to disciplinary review and may incur penalties such as but not limited to: fines, suspension, and possible removal from this Corporation.

Any member of this Corporation who resigns in good standing will be allowed to rejoin upon return. Good standing consists of a member who followed all bylaws and was paid up to date with all monies owed. Any conditions for return of member will be discussed among the Executive board.

Any member removed from this Corporation in negative standing will not be allowed to rejoin unless reviewed by the Executive Board and said decision will be final. All conditions will be decided by a meeting held at time when the Executive board shall all meet in person at a designated time and location.

All membership cards received by fully paid members are the property of the Philadelphia Bundesliga Fan Coalition and any unauthorized use or reproduction of cards is strictly prohibited. Members are encouraged to carry cards if available to any and all events for identification and any and all other privileges offered by the membership.

Any new/prospective members wishing to join may be recommended by a member in good standing. The new prospective member will be added to the active roster after meeting with at least one of the Executive Board members and membership will be granted after dues are paid and member has completed any and all conditions needed to join.

The Executive Committee reserves the right to extend an Honorary Membership to someone who has previously been a member or a non-member [who through various means] has been an active supporter of the Corporation.

## ARTICLE XI

The original members of the Philadelphia Bundesliga Fan Coalition are Michael Barber, Katherin Swift, Keith Richard Murray Jr., Sabrina Price-Durling, and Otto J Wilbert Jr.

These individuals decided to take their passion for Bundesliga Football and create an organization for all fans who share the same love of the sport. This idea was born in the dining hall of the German alehaus Brauhaus Schmitz, located on South Street in the city of Philadelphia.

Through this vision the many fans of the great clubs of the Bundesliga from all areas of the world can share their love for their clubs and the German national team. They are known as the 'First Five' and shall maintain that status in perpetuity. Any One of the First Five will be able to hold Executive board office, and in the event one or all is not in an Executive board position, they may act as advisors to the Executive board if need be for the betterment of the Philadelphia Bundesliga Fan Coalition.

#### ARTICLE XII

The Philadelphia charter of the Philadelphia Bundesliga Fan Coalition will be known as the First charter. In the event a charter is requested for another city or region the Executive board will be notified.

A prospective charter, with at least ten (10) members, will contact the board and present its case for said charter. Unless otherwise determined by the Executive Board

Meetings will be decided on when to meet and how meeting will happen by the executive board.

After the members have met with the Executive board a vote will be made to accept said charter.

It is up to the Executive board to decide when the charter will be official and membership will be notified of prospective charters and final votes

The First charter may revoke the active status of charters upon review if said charter is not following this Corporation's by-laws.

#### ARTICLE XIII

All members attending events may be subject to the rules and regulations of said events (which may also include legal forms or documentation that originate from other entities) which shall not hold this Corporation liable for illegal [by definition of the jurisdiction of where said event is taking place] actions committed by members. Members will be required to read any and all passages in these by-laws about unacceptable behavior in events and the proper disciplinary action which shall be taken upon any situation.

All members who join will fill out all required forms and these will be sent and filed by the appropriate members in the Philadelphia Bundesliga Fan Coalition for any and all use. These records will be kept permanently with the Secretary.

#### ARTICLE XIV

The Philadelphia Bundesliga Fan Coalition has social media sites on but not limited to Facebook, Twitter, Instagram, Snapchat, etc. Uses of these sites are public and members while attending events may be featured in videos, pictures, posts, tags etc. However some may not be allowed to be featured in social posts because of certain circumstances. Respect of these situations are encouraged although not all requests can be made. If a member requests that he/she is not to be featured, then any and all attempts to honor that request should be made. Any comments or views presented by an individual whether he/she is a member or non-member should not be construed as the viewpoint of the entire club.

The Executive Board shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Executive Board members shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, board members may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Any and all internal club business shall not be posted publicly. If there are questions as to what is considered internal club business these questions shall be directed to the Secretary who shall also act as Social Media Director. If the Secretary is unavailable to respond to said questions then another member of the Executive Board may assist.

Any action that may threaten the employment of a member or the safety of said member is prohibited on social media.

Any action that may threaten the employment or the safety of any member or patron of a public event is prohibited and may lead to dismissal from the Philadelphia Bundesliga Fan Coalition.

#### ARTICLE XV

This Corporation's headquarters are located at Brauhaus Schmitz, Philadelphia, Pennsylvania, which is owned by Doug and Kelly Hager. Said owners have agreed to allow this Corporation to meet and host events at said location.

Mr. Hager is a life-member and holds high status in this Corporation. Through the hard work of his family and staff, the Philadelphia Bundesliga Fan Coalition has a home to meet in and a business partner to help with this Corporation's objectives.

#### ARTICLE XVI

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of the Corporation
- c. He/She shall see that all orders and resolutions of the Corporation are brought to the Executive Board.
- d. He/She shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.
- e. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Executive Board.

The Secretary shall attend all meetings of the Executive Board, and shall make their best attempt to attend general meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings within an online database such as Google Drive to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Executive Board, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Executive Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Executive Board as may be prescribed by the Executive Board or the President.
- d. He/She shall act as this Corporation's Social Media Director with assistance from fellow members.

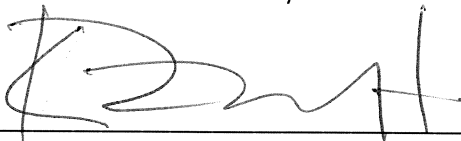
The Treasurer's duties shall be:

- a. He/She shall submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Executive Board, proposed capital expenditures (equipment and furniture) , by the staff of the agency.
- b. He/She shall present a complete and accurate report of the finances raised by this Executive Board at each meeting of the members, or at any other time upon request to the Executive Board.
- c. He/She shall have the right of inspection of the funds resting with this Corporation's financial institution including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Executive Board or the President under whose supervision he/she shall be.
- f. He/She shall submit a report of the operations of the program for the fiscal year to the Executive Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.

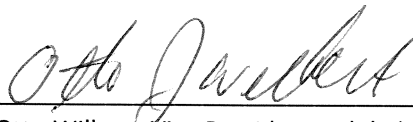
#### **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

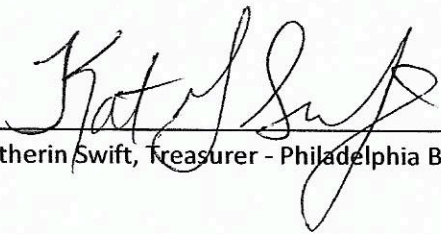
ADOPTED AND APPROVED by the Board of Directors on this 2<sup>nd</sup> day of August, 2018

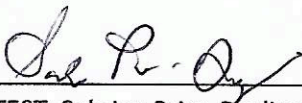


K. Richard Murray, Jr., President - Philadelphia Bundesliga Fan Coalition



Otto Wilbert, Vice President - Philadelphia Bundesliga Fan Coalition

  
Katherin Swift, Treasurer - Philadelphia Bundesliga Fan Coalition

  
ATTEST: Sabrina Price-Durling, Secretary - Philadelphia Bundesliga Fan Coalition