

KING WILLIAM YOUTH FOOTBALL AND CHEERLEADING ASSOCIATION

BY LAWS

ARTICLE ONE

OFFICE

SECTION 1. The principal office of the King William Youth Football Association will be located at PO Box 123, King William VA 23086

ARTICLE TWO

OBJECTIVE

SECTION 1. The objective of the King William Youth Football and Cheerleading Association (hereafter referred to as the KWYFCA) shall be to implant firmly in the minds of the youth of our community respect for authority, good sportsmanship, honesty, loyalty, courage and reverence through a program of organized football and cheering with the philosophy being:

“BETTER SPORTSMAN TODAY BETTER CITIZEN TOMORROW”

SECTION 2. The objective will be achieved by providing supervised competitive football games. All officers, coaches and committee members shall bear in mind that the attainment of exceptional skill or the winning of games is secondary and the molding of future men and women is of prime importance.

SECTION 3. KWYFCA is a non-profit organization under the laws of the Commonwealth of Virginia. The affairs of the Corporation shall be always conducted in such a manner to maintain its charitable character status. The Corporation is organized exclusively for charitable purposes under section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. To this end, the purpose for which the Corporation is formed is set forth in its mission/objective statement.

SECTION 4. Non-profit Status and Exempt Activities Limitation

- (a) Non-Profit legal Status. KWYFCA is a Virginia non-profit public benefit corporation, recognized as tax-exempt under Section 501 (c)(3) of the United States Internal Revenue Code
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, member or representative of this organization shall take any action or carry on any activity by or on

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behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

- (c) No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate in public office.

ARTICLE THREE

REGISTRATION

- SECTION 1. Registration fees for the King William Youth Football and Cheerleading Association shall be determined before registration annually, both for football and cheerleading.
- SECTION 2. Registration fees shall be paid upon registration.
- SECTION 3. No refunds will be allowed without a majority vote. No refunds will be given for removal for disciplinary action.
- SECTION 4. KWFCA will govern by Metro Youth Football Cheer League (MYFCL) age restrictions.
- SECTION 5. Late registration will occur the first week of practice providing the prospective participant's team has not met its 30-participant cap.

ARTICLE FOUR

ANNUAL MEETINGS / REPORT

- SECTION 1. The fiscal year of the organization shall be based on the calendar year unless otherwise determined by the Board.

SECTION 2. The annual meeting of the board should be held in January or February. The meeting will be held in January unless the end of year meeting is held in January, whereas the annual meeting will be held in February but no later than February.

ARTICLE FIVE

BOARD OF DIRECTORS

SECTION 1. Powers and Number – The property, affairs and activities of the Organization shall be managed and controlled, and its powers exercised by the Board.

(a) The number of directors of the KWYFCA shall be not less than three nor more than fifteen. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall reduce the number of directors to less than three.

SECTION 2. Election and Term of Office – A member of the board shall be appointed by the President and approved by a majority vote of the members of the Board and shall serve a term of one (1) year: except for each of the President and Treasurer, who shall hold office for two (2) years until his or her death, resignation or removal, whichever is earlier.

(a) Board of Directors are not limited in term and can serve an infinite number of terms

SECTION 3. Newly Created Directorships and Vacancies - Newly created directorships and vacancies among the directors for any reason may be filled by **appointment of the President and a majority of the remaining Directors** or as designated by the President, though less than a quorum of the Board, and the term of office of any Director so elected shall expire at the next annual meeting of the Board at which Directors are elected. If a resignation of a Director is made effective at a later date, the Board may fill the pending vacancy before the effective date if it provides that the successor does not take office until the effective date.

SECTION 4. Resignations. Any director/coach/assistant coach may resign from office at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Organization or its President/Commissioner. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a director.

SECTION 5. Removal. Any director/coach/assistant coach may be removed at any time with or without cause by a three-fourths vote of the Board or at discretion of the President/Commissioner then in office at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board then in office.

- SECTION 6. Place and Time of Meeting. The Board of Directors shall meet on the 2nd Tuesday of each month at 6:30 p.m. at Hamilton Holmes Middle School.
- SECTION 7. Special meetings. May be called by the President or the Commissioner upon receipt of a written request by at least two (2) other board members. Each director shall receive 24 hours' notice. Changes in meeting time or location shall be sent at least three (3) working days in advance to each member.
- SECTION 8. Attendance. If a member has two (2) consecutive unexcused absences (no contact to the member of the board) from meetings, the Secretary will contact the member to verify his/her status on the board. If the member no longer wishes to serve on the board, the President will recommend they be removed from the board. If the member does not respond to the communication via email, or phone, the secretary will recommend removing the member from the board.
- SECTION 9. Voting. On all matters submitted to a vote of the Board, each voting (officer of) Board member shall be entitled to one (1) vote, (General Board Members do not have voting privileges except in the case of Board elections).and the affirmative vote of the majority of the Board members shall be the act of the entire Executive Board. In the case of a tie vote, the President has the option to case a second vote and break the tie.
(a) All votes for membership/removals of Directors or Coaches will be cast by sealed written ballot.
- SECTION 10. Quorum. Unless the law requires a greater proportion, a quorum shall be a majority of the entire number of Directors. Except as otherwise provided by law, the Articles of Incorporation of the Corporation or they bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.
- SECTION 11. Action by the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action or an order is directed by the President. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board. Any one or more members of the Board may participate in a meeting of the Board by means of a virtual conference (when cell service allows) to allow all persons to participate and hear each other. Participation by such means shall constitute presence at said meeting. Directors may not vote by proxy.
- SECTION 12. Executive Committee. The business of the KWYFCA shall be conducted by the Board. However, the Board may in its discretion appoint an Executive Committee consisting of not less than three (3) functional members of the Board and may delegate routine powers of the Board to said Executive Committee.

- (a) Directors shall serve as members of the Executive committee, of which the President shall serve as chair. Except for the power to amend the Bylaws the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the Board. Attendance at Executive Committee meetings shall be limited to Executive Committee members, unless a member designates a temporary substitute, as approve by the President.

ARTICLE SIX

OFFICERS, DIRECTORS and STAFF

SECTION 1. Numbers and Qualifications. The officers of the Board shall be President, Vice-President, Secretary, Treasurer, Football Commissioner, Cheering Director, Field and Equipment Director, Fundraiser Coordinator/Event Planner, Concession Director, Communications Director, Registration Director, Metro Rep Director and as many functional directors (18 years of age or older) as deemed necessary by the Board.

- (a) One person may hold more than one position except the office of President and Treasurer or President and Secretary.
- (b) Office of the President and the Treasurer requires that you have served more than one year on the board.
- (c) Office of the Treasurer requires that you have shadowed the current Treasurer for at least one year.

SECTION 2. The officers of the Corporation shall be appointed by the President and submitted to the Board at the annual meeting. While they are voluntary positions, each officer shall hold office for one year or until his or her death, resignation or removal, whichever is earlier, except for each of the President and Treasurer, who shall hold office for two (2) years until his or her death, resignation or removal, whichever is earlier.

SECTION 3. Removal. Any officer of the Board, with ethe exception of the President, may be removed by a vote of most of the Board with or without cause. The President can only be removed with 100 percent vote of the Board.

SECTION 4. The President shall be the chief executive officer of the KWYFCA. The president shall:

- (a) Appoint all members of the Board of Directors
- (b) Preside at all meetings of the members and directors
- (c) Have general supervision of the affairs for the Board
- (d) Have the power to sign alone, unless the Board specifically requires an additional signature, in the name of the organization, all contracts authorized either generally or specifically by the Board

- (e) Have the right to vote in general elections of officers
- (f) Vote on business matters only to break a tie
- (g) Be responsible to see that the duties of any officer absent are fulfilled
- (h) Be an ex-official member of all committees of the KWYFA, with the exemption of a Nominating/Election Committee
- (i) Perform other duties from time to time as assigned by the Board.

SECTION 5. 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 shall:

- (a) Perform duties assigned by the Board of Directors and/or President

SECTION 6. The Secretary shall record the minutes of any proceedings of the general membership and Board of Directors meetings in a book kept for that purpose.

The Secretary shall:

- (a) Maintain attendance records
- (b) Attest all official documents
- (c) Inform board members of all meetings either by phone or email
- (d) Have current records at all meetings
- (e) Handle publicity and news releases
- (f) Perform duties assigned by the Board of Directors and/or President

SECTION 7. The Treasurer shall also under the direction of the Board of Directors oversee all the funds of the KWYFCA.

The Treasurer shall:

- (a) Deposit all monies in the name of KWYFCA where designated by Board of Directors or assign a designated director to do
- (b) Submit an itemized financial report at each meeting or provide to the secretary to be shared and submitted with the monthly minutes.
- (c) Release a voucher in payment of any incoming liability properly attested by the Board of Directors
- (d) Submit record for audit upon request by the Board of Directors
- (e) Secure and pay for all insurance, liability and organization assets
- (f) Secure the contract for porta potty for practice fields
- (g) The Treasurer may, as approved by the Board, engage third-party services to handle the accounts of the organization as long as the Treasurer can at all, reasonable times exhibit the books and accounts of the organization to any officer of the Board

SECTION 8. The Field and Equipment Director shall oversee upkeep of the field and all equipment.

- (a) Helmet / Reconditioning maintenance

- (b) Purchase and inventory of all things kept in the shed, and press box including but not limited to:
 - a. First aid boxes and supplies
 - b. Ice Packs
 - c. Mouthpieces
 - d. Field paint
 - e. Field markers
 - f. Helmets
 - g. Flags
 - h. Pennies
 - i. Field stencils

SECTION 9. The Fundraiser Coordinator/Event Planner

- (a) Be responsible for projects previously planned for January thru December
- (b) Present the Board of Directors for approval:
 - 1. Proposed projects for fundraising
 - 2. Estimated expenses for events
 - 3. Team and Individual Pictures
 - 1. Coordinate and plan
- (c) Obtaining sponsorships
 - 1. Ordering Banner
 - 2. Hanging at field
- (d) Schedule and arrange team and individual pictures

SECTION 10. The Concession Director

- (a) Will be responsible for overseeing all aspects of Concession which include setting pricing, shopping and buying food, assigning cooks, making sure there are volunteers to staff during games.
 - a. Items must be proposed, and estimated expenses presented to the board for approval
- (b) Will be responsible for overseeing on site concession vendors for games days as well as practices. This includes but not limited to communication with vendors, negotiation of contract, and enforcing contracts.
 - a. All contracts, and vendors must be presented to the board for approval.

SECTION 11. The Communications Director

- (a) Will be responsible for communications with Team Parents
- (b) Will be responsible for updating the website
- (c) Will be responsible for social media

SECTION 12. The Registration Director

- (a) Develop registration forms
- (b) Determine registration costs

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- (c) Keep all registration books
- (d) Keep all check in materials organized and presented for each team
- (e) Keep organized records:
 - i. coaches' certificates
 - ii. athlete code of conduct
 - iii. athlete registration
 - iv. injury reports
 - v. rosters
- (f) Attend roster night

SECTION 13. Home Game Requirement

- (a) All board members will be present and working at all home games
- (b) Setup in the AM
- (c) Clean up in the PM
- (d) Help wherever needed.

ARTICLE SEVEN

ELECTIONS

SECTION 1. Elections for the Board Members whose term of office expires shall be held in November of each year. Term of office shall run January - December

SECTION 2. Appointments of officers shall be held in November of each year – and voted on by all board members at said meeting.

SECTION 3. For the sake of elections of board members, the board is cleared at the beginning of the election meeting. At that time all persons are general board members. General Board Members have voting privileges for elections ONLY.

SECTION 3. Nominees for officers of the KWYFCA shall be functional Board members in good standing. All nominations must be submitted through a formal nomination process at least two weeks prior to the vote. Formal process includes a letter of interest being emailed to kwrpresident@gmail.com.

SECTION 4. Officers may succeed themselves if approved by the Board.

SECTION 5. All General Board members will receive an online or written ballot for voting and will be done in a confidential sealed vote.

SECTION 5. When a tie occurs and vacancies remain, an election runoff shall be held among the highest tied candidates necessary to fill the vacancies.

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ARTICLE EIGHT

CONTRACT, CHECKS, AND BANK ACCOUNTS

SECTION 1. Checks, Notes and Contracts. The Board (President, Treasurer, etc.) is authorized to select such depositories as it shall deem proper for the funds of the organization and shall determine who shall be authorized in the organization and shall determine who shall be authorized to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents on behalf of the Organization.

ARTICLE NINE

COMMISSIONER AND COACHES

SECTION 1. Election of Commissioners:

- (a) A simple majority vote of the Directors present shall be required to elect a Commissioner.
- (b) The Commissioner is elected in the Annual meeting held in November

SECTION 2. Selection of Head Coaches

- (a) All head coaches are required to apply each year, no later than June 1st.
- (b) The Commissioner is responsible for vetting and interviewing all head coach candidates
- (c) The Commissioner shall be responsible for selection of head coaches and shall submit their names to the Board for approval not later than the June 1st meeting.
- (d) A simple majority vote of the Directors present shall be required to approve the selection of head coach.
- (e) After approval by the Board, head coaches shall select assistants and present their names to the Commissioner to be presented to the Board for approval. Approval shall be as described in Section 2c.

SECTION 3. Term:

- (a) The Commissioner shall serve a term of one (1) year but not limited to just one term.
- (b) Head coaches and assistants' term shall expire after the last games of the season (whether playoff, bowl or championship game).

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SECTION 4. Eligibility:

- (a) The Football Commissioner must be a member of the KWFYCA Board.

SECTION 5. Dismissal of a Commissioner or Coaches

- (a) The Commissioner, head coach or assistant may be dismissed by a majority vote of the Board of Directors present and voting; no exception to this rule shall be made without Board of Directors approval.

SECTION 6. Responsibility of the Commissioner:

- (a) No metro sanctioned bowl game will be held prior to the Football Commissioner providing a detailed recommendation to the Board. A majority vote of the Board of Directors is required to approve or disapprove the proposal.
- (b) Shall be liaison between parents and head coaches or assistants concerning any grievance or complaint
- (c) Shall hold parent meetings as deemed necessary. One meeting must be held prior to the beginning of the season.
- (d) Shall appoint an Assistant Commissioner who shall represent the Commissioner at league functions when the Commissioner is unable to attend
- (e) Authority to cancel any practice or scrimmage
- (f) Authority to add additional practices as needed if it follows the guidelines of the governing organization.

ARTICLE TEN

DIRECTOR OF CHEERLEADING

SECTION 1. The Director of Cheerleading's selection of office, term, eligibility, dismissal, and responsibilities shall be the same as the Commissioner of Coaches. (Article Nine, Sections 1, 3, 4, 5, and 6 (except for 6 (e)).

SECTION 2. The selection of Cheerleading Coaches and Assistants shall fall under the same guidelines as the selection of Football Coaches and their Assistants. (Article Eight, Section 2)

SECTION 3. The Director of Cheerleading has the authority to cancel any practice or schedule additional practices as needed if it follows the guidelines of the governing organization.

ARTICLE ELEVEN

METRO REPRESENTATIVE DIRECTOR

SECTION 1. Election of Metro Representative Director

- (a) A simple majority vote of the Directors present shall be required to elect a Metro Rep Director
- (b) The Metro Rep Director is elected in the Annual meeting held in November

SECTION 2. Term:

- (a) The Rep shall serve a term of one (1) year but not limited to just one term.

SECTION 3. Eligibility:

- (a) The Metro Representative Director must be a member of the KWYFCA Board.

SECTION 4. Dismissal of a Metro Representative

- (a) The Metro Representative or representative may be dismissed by a majority vote of the Board of Directors present and voting; no exception to this rule shall be made without Board of Directors approval.

SECTION 5. Responsibility of the Metro Representative Director:

- (a) Responsible for all Metro Representatives
 - i. Metro Representatives are presented by the Director, elected by the Board.
 - ii. Metro Representatives may hold other positions on the board.
 - iii. Metro Representatives are not required to be board members.
- (b) Responsible for athlete check in at all home and away games
- (c) Responsible for all actions on the sidelines
- (d) Responsible for all objections during the game and enforcing
- (e) Responsible for crowd control
- (f) Responsible for Coach, Athlete and Sideline ejections
- (g) Responsible to keep track of score and all ejections
- (h) Must be USA Football Certified
- (i) Must attend Metro Training

ARTICLE TWELVE

CODE OF CONDUCT

SECTION 1. Participant Handbook

- (a) Athletes and parents are required to follow all rules and regulations as stated in the parent / athlete code of conduct.

ARTICLE THIRTEEN

AMENDMENTS

SECTION 1. The Board of the KWYFCA may, by a majority vote to the members present and voting, alter, amend, suspend, or annul these By-Laws at any regular or special meeting called for this purpose.

SECTION 2. Each proposed amendment shall be submitted individually, in writing, by a petition addressed to the Board of Directors.

SECTION 3. Said petition shall contain the names of at least five (5) members of the Board of Directors.

SECTION 4. Said petition shall be submitted to the Board of Directors not later than three (3) days preceding the regular Board meeting and shall be presented to the membership at the next meeting.

SECTION 5. Consideration of each amendment so submitted shall be provided for on the agenda and presented at the next regular or special Board meeting for review.

SECTION 6. Final acceptance shall be evidenced by a majority vote of the Board present at the next regular or special meetings of the membership following the initial presentation of the amendment.

ARTICLE FOURTEEN

ADOPTION OF BY-LAWS

SECTION 1. These By-Laws shall be adopted by a majority vote of the Board members present and voting at the time of its proposal to the Board members for the ratification.

SECTION 2. These By-Laws shall be in full force and effect immediately upon their adoption as set forth in Section 1.

ARTICLE FIFTEEN

MISCELLANEOUS

SECTION 1. Roberts Rule of Order shall govern the proceedings of all meetings of the organization and its constituent parts except as provided in these By-Laws.
(a) The process of making a decision is done through a motion, which is a proposal to do something. The formal steps in handling a motion are the making of a motion, having a second, stating the motion, having debate on the motion, putting the motion to a vote, and announcing the results of the vote.

SECTION 2. The books of the Association shall be audited.

SECTION 3. Indemnification. The Organization may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a Director, officer, or agent of the organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

SECTION 4. Dissolution and Disbursements. In the event of the dissolution of the organization and after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed by the Board to a non-profit fund, foundation, or corporation which is organized and operated exclusively for educational and/or charitable purposes, and which has established its tax-exempt status under Section 501©(3) of the Internal Revenue Code of 1986 as amended.

No part of the net earnings of the Organization shall benefit its directors, its officers, or other private persons, except that the Organization shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed, as articulated above.

Notwithstanding any other provisions of these by-laws the Organization shall not carry out any other activities not permitted to be carried out by an association exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

SECTION 5. Conflicts of Interest. All officers, directors of the organization shall scrupulously avoid any conflict between their own respective individual interests and the interest of the Organization, in any and all actions taken by them on behalf of the Organization in their respective capacities.