



**MCLEAN-GREAT FALLS
FOOTBALL ASSOCIATION, INC.**

BYLAWS

ARTICLE I: NAME

Section 1.1: The name of the organization shall be the McLean-Great Falls Football Association, Inc. (“MGFF”), hereinafter referred to as the Organization.

Section 1.2: The Organization may conduct business as “McLean-Great Falls Football”, “McLean-Great Falls Spartans Football,” “McLean Spartans,” “McLean Spartans Football”, or “Spartans Football.”

ARTICLE II: ORGANIZATION

Section 2.1: The Organization is a non-stock corporation organized under the laws of the Commonwealth of Virginia. The Organization is (or shall apply to be) a non-profit organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 2.2: The Organization’s principle office for the transaction of business shall be located at 6718 Whittier Avenue, Suite 200, McLean, Virginia, 22101.

Section 2.3: The Organization participates in the Fairfax County Youth Football League (“FCYFL”) and operates within the FCYFL’s Rules and Bylaws. It is also a member of McLean Youth Athletics (“MYA”); to the extent the Organization’s bylaws conflict with the bylaws of the MYA, these bylaws shall govern.

ARTICLE III: PURPOSE

Section 3.1: The purpose of the Organization shall be to promote youth football in the Mclean, Great Falls, and Falls Church, Virginia areas and to further promote the development of leadership, character, sportsmanship, honesty, loyalty, courage, tolerance, discipline, and athletic ability, and to nurture youth fitness, volunteerism, and a lifelong love of sports.

Section 3.2: It shall be the policy of the Organization to conduct its activities so that the physical and moral welfare of the young people for whose benefit it is organized shall remain paramount.

Section 3.3: No person who is a member of the Organization, or who is employed or who is in any way connected with the Organization, shall receive any personal financial benefit there from beyond the reasonable value of services in carrying out the purpose for which the Organization has been organized.

ARTICLE IV: GOVERNANCE

Section 4.1: The governance of the Organization shall be vested in the Board of Directors, which shall consist of nine (9) members. The Officers of the Board shall include, at a minimum, (i) President/Commissioner; (ii) Vice President/Assistant Commissioner; (iii) Secretary; and (iv) Treasurer.

Section 4.2: Length of Term

The Board of Directors shall be elected to three (3) year staggered terms. At the 2017 Annual Meeting only, the Board shall by a majority vote divide all Board members into the following terms: three three-year terms, three two-year terms, and three one-year terms. In 2018 and following, one-third of the Board shall therefore be up for re-election at each Annual Meeting.

Section 4.3: Method of Selection

In the months prior to the Annual Meeting, the current President shall appoint and chair a three-person Nominating Committee consisting of two other Board members to identify and vet potential candidates for open MGFF Board of Director positions.

The Nomination Committee shall approve by majority vote a slate of candidates. The President shall present the list of potential candidates to the full Board prior to the Annual Meeting. The full Board will take up the nominations at the Annual Meeting, and will elect by a majority those approved by the Nominating Committee, or vote by a majority, alternative candidate(s).

Section 4.4: Board Member Duties and Responsibilities

Board members must attend board meetings and perform such other responsibilities as delegated by the President or the Board. The Board of Directors shall consist of the following positions:

- A. President: shall act as the Commissioner of MGFF and represent it before the FCYFL, shall exercise supervision over the Organization and all of its activities, and shall preside at all meetings of the Board of Directors.
- B. Vice President: shall act as an Assistant Commissioner and shall assist the President in the performance of the President's duties, shall preside at all meetings in the absence or incapacity of the President, and becomes the Interim President in the event the President is no longer able to serve until a new President is elected.
- C. Treasurer: shall keep and maintain all financial records for the Organization, prepare an annual budget and year-end financial statement, oversee the preparation and filing of all necessary tax returns, oversee all banking transactions, disburse funds and pay invoices according to Board direction, and collect and deposit all funds of the Organization in accordance with Generally Accepted Accounting Principles ("GAAP").
- D. Secretary: shall record and maintain minutes of all Board of Director meetings, maintain all other documents and records of the Organization, and shall assist the President in preparing an agenda for Board meetings.

The Board of Directors shall have the right to appoint additional Assistant Commissioners and to create any other position the Board deems necessary and appropriate for the benefit of the

Organization, including, but not limited to, Director of Fundraising, Director of Communications, Director of Fields and Facilities, Director of Player Administration, and Equipment Manager. Unless the appointed individual to these positions is an existing Board member, said individual shall not have Board voting authority. The selection of these positions will also be done through a majority vote.

Section 4.6: Selection of Officers

A member of the Board of Director who is a candidate for (i) President; (ii) Vice President; (iii) Treasurer; or (iv) Secretary must be nominated by a member of the Board, seconded by another, and approved by a majority vote. A Board member may hold more than one of these positions but not more than two. In no event shall two or more of these Officer positions be filled by Board members sharing a familiar relationship.

Section 4.7: Resignation/Method of Filling Vacancies

In the event a Board of Director wishes to resign his or her seat prior to the completion of the term, he or she shall submit in writing his or her resignation to any member of the Board. The Nominating Committee will include this open seat in its list of candidates if there is still time remaining in the term, and a potential nominees will be presented and voted on by the full Board to complete whatever remains in the term as per Section 4.3.

Section 4.9: Removal from Office

Any Board of Director may be removed for conduct deemed unbecoming of an officer of the Organization. A special Board of Directors meeting may be called to deliberate on such an issue by a majority vote, or it can be addressed at a regularly scheduled meeting. Two-thirds of the entire Board of Directors must vote in favor of removing a Director.

Section 4.10: Quorum

A quorum of any meeting shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide by majority vote any question that may properly come before the Board.

Section 4.11: Board Meetings

The Board of Directors shall hold an Annual Meeting in or around June of each year. In addition to the Annual Meeting, the Board of Directors shall meet at least once each three (3) months; the time and place to be determined by the President. Meetings may be held more often at the discretion of the President. The Secretary shall notify each Board member of all Board meetings.

ARTICLE V: MEETINGS

Section 5.1: At the meetings of the Board of Directors, every eligible member of the Board present shall be entitled to vote. There shall be no proxy voting. All voting is done by a voice

or show of hands. The Board may approve via electronic mail actions without convening a meeting.

Section 5.2: Any Board member missing two consecutive or three out of five meetings will be placed on probationary status and lose voting privileges for the next two called meetings. Any Board member placed on probation twice in a season can be removed from office by the President.

ARTICLE VI: COMMITTEES

Section 6.1: The President, with the approval of the Board, may appoint any Special Committee for purposes as deemed necessary.

ARTICLE VII: FINANCIAL POLICY

Section 7.1: Board of Directors shall administer Organization finances, and shall cause all monies belonging to the Organization to be deposited into an account in the name of the Organization. The Board shall direct expenditures in such a manner as will benefit the Organization as a whole.

Section 7.2: All registration and fundraising is to replenish the Organization's bank account. All monies in the account shall be used for all Organization expenses, including, but not limited to, purchasing concessions, advertising, player equipment and uniforms, field permits, and any membership fees.

Section 7.3: All major purchases exceeding one thousand dollars (\$1000.00) shall be approved by a majority vote by the Board of Directors. All purchase requests, regardless of cost, shall be initiated by Officers eligible to commit or sign on behalf of the Organization, excluding the Treasurer, to ensure two-person integrity of organizational purchases exists. Electronic signatures for purchase approval by Board Members in the form of electronic mail or other electronic means may be used and will be maintained with the purchase's supporting documentation.

Section 7.4: Officers eligible to commit or sign on behalf of the Organization is limited to the President, Vice President, Treasurer, and Secretary.

Section 7.5: Funds of the Organization may be withdrawn from the Organization's account in which they are on deposit by either the Organization's official debit card or the Organization's official checks. Cash will never be withdrawn from the Organization's bank account to ensure proper recording of organizational expenditures.

Section 7.4: The fiscal year of the Organization shall begin on January 1, and end on December 31 of each year.

Section 7.5: No funds or accounts may be established on behalf of the Organization, except by authority of the Board.

Section 7.6: The Organization will not be responsible or liable for injuries to Players, Coaches,

Volunteers, Parents, or Visitors, either in practices, in regular games, to and from practices, or any league sponsored activity.

ARTICLE VIII: FUNDRAISING

Section 8.1: All fundraising activities undertaken for the benefit of the Organization shall be subject to the approval and supervision of the Board of Directors.

ARTICLE IX: DISCIPLINARY ACTION

Section 9.1: The Board of Directors shall have the authority to discipline any player, coach, parent or other person whose conduct is in violation of the Organization's or FCYFL's Code of Conduct, or these Bylaws. Any punishment shall be approved by a two-thirds of the entire Board of Directors.

Section 9.2: Prior to imposing any discipline, the person potentially subject to discipline shall be provided forty-eight (48) hours advance notice of the meeting to discuss the potential discipline and shall have the right to appear before the Board of Directors.

Section 9.3: In the event of disciplinary procedure involving a player or other person under the age of eighteen, that person's parent or guardian and coach shall be required to attend the meeting with the person concerned if the person concerned elects to attend.

Section 9.5: The Board of Directors may impose any of the following penalties which, in its opinion, appears to match the severity of the offense:

1. **Warning:** The offending person is to be advised of the offense and further advised that the repetition of the offense will result in a more severe penalty.
2. **Suspension:** The offending person is to be advised in writing that he/she has been suspended from all Organization activity for a specific number of games or days.
3. **Dismissal:** The offending person is to be advised in writing that he/she has been dismissed from the Organization for the remainder of the current season.
4. **Barred:** The offending person is to be advised in writing that he/she has been barred from current and future participation within the Organization permanently or for a specific number of years.

ARTICLE X: COACHES

Section 10.1: Eligibility

Individuals wishing to coach a Spartan football team must register with the Organization and FCYFL, complete a background check, and complete all applicable USA Football certification courses. Prior coaching experience is not a prerequisite.

Section 10.2: Selection

Head coaches shall be selected based on what is in the best interest of the Organization and the players. In the event there are multiple candidates at a weight division, the Commissioner shall appoint three Board members to serve on an ad hoc coach selection committee. To the extent possible, the Commissioner shall appoint impartial Board members to ensure a fair selection process and to avoid any appearance of conflict. The committee will by a majority vote make their coach selections, and present its recommendation to the entire Board for review and approval.

The committee shall evaluate the information submitted by the candidate and may, at its discretion, invite the candidates to meet with the committee or individual committee members. The committee shall consider a candidate's coaching experience, continuity, commitment to the Organization, attitude, communication skills, technical knowledge, disciplinary record, and any other information it deems relevant. The committee shall also give due consideration to the following selection criteria.

1. Coach remaining in a weight class: If a candidate was the head coach of the top team (American or Central) in a weight class the previous year and agrees to stay at that weight class the next year, he will be given a right of first refusal to the top assignment in that weight class.
2. Coach moving up a weight class: If a candidate was the head coach of the top team (American or Central) in a weight class the previous year and moves up to the next higher weight class the following year, he will be given a right of first refusal to the top assignment in the next higher weight class. In the case of a conflict between a top assignment coach moving up a weight class and a top assignment coach remaining in a weight class, the top assignment coach remaining in the weight class has priority.

Coaches will be reviewed annually, and an individual may lose the rights set out in these rules if the Commissioner determines that he is not suitable for a coaching position based on observed negative behavior; parental complaints; inadequate support of the Organization; or failure to abide by the rules of the FCYFL and the Organization, including Code of Conduct violations.

ARTICLE XI: PLAYER DRAFTS

Section 11.1: Player Placement

Each player will be evaluated and placed on a team in accordance with the best interests of the player and the Organization. The Organization believes that assignment of players to teams through a draft by experienced coaches is the best process for ensuring that players are assigned to the appropriate level of competition. Player drafts shall in no way conflict with FCYFL rules. Requests from parents for particular team assignment based on carpooling arrangement, a preference for playing with friends or neighbors, or similar non-football reasons will not be honored.

Section 11.2: Multiple Teams in Same Weight Classes

In weight classes with multiple entries assigned to different conferences (*i.e.*, American, Central, and National), the American conference team will fill out its roster before the teams in the lower leagues begin drafting players (subject to coaches' options discussed below). Then, the Central teams, if any, will fill out their rosters. Finally, the National teams will hold an equitable draft to place all remaining players not selected by the upper assignment teams. The equitable draft must be structured to assure that Spartan teams in the same conference distribute the available player talent equally. Upper assignment teams must select a sufficient number of players to ensure that the lower assignment teams do not exceed a roster maximum of twenty-four players in accordance with FCYFL Rules.

Upper assignment teams should select players as early as possible (within the first two weeks of practice, if practical) to permit lower assignment teams to draft and prepare their teams for league games. The Commissioner may close registration for any weight class with high-rostered teams in accordance with FCYFL rules.

It is expressly prohibited for anyone to manipulate or manage a player's registration to cause placement on a particular team. In the case of players that register or begin practice late, the top assignment team shall evaluate and determine whether to keep the late registrant on its roster. If the top assignment team determines not to keep the late registrant, the team with the next pick in the next highest conference has the option to select the player. If no upper assignment team selects the late registrant, the late registrant will be placed on the National conference team with the next draft choice. Especially in the case of late registrants, the upper assignment teams should conduct their evaluation as soon as possible to place the player on a team, provided, however, that a player's first three (3) days of practice must be no-contact as required by FCYFL rules. If a player is selected by a team in accordance with these draft procedures, but refuses placement on that team, including refusing placement on a higher conference team, the player may lose the opportunity to participate.

Section 11.3: Multiple-Entry Teams in Same Conference

Multiple teams in a conference will alternate draft selections (subject to coach's options discussed below) to establish teams that are as equal as possible in terms of talent.

Section 11.4: Coaches' Options

Head coaches for the Central and National conferences will be allowed to exercise "options" for players that are children of (a) the head coach; and (b) one (1) declared assistant coach. Such optioned players will be excluded from any draft procedure, including drafts by upper level teams, and will automatically be placed on the optioning coach's roster. Individuals designated as assistant coaches must commit to provide substantive coaching assistance to the team. Designating an assistant coach for the sole purpose of optioning the assistant coach's son is strictly prohibited.

If there are multiple entries in a conference, the coach with the fewest optioned players has the first pick of the non-optioned player pool and continues picking until the number of players on

each roster is equal. In addition, the coach with the fewest options also gets the next pick in the draft as compensation for beginning the draft process with the fewest optioned players.

Example: Coach A declares two optioned players (his own child, plus the child of one assistant coach), and Coach B declares one optioned player (his own child). At the beginning of the draft, Coach B gets the first pick of the remaining players in order to bring the two rosters to equal numbers (*i.e.*, two on each team). Coach B then gets the next_pick in the draft as compensation for having the fewest optioned players. The coaches then alternate selections until their rosters are filled.

If two teams in the same league have an equal number of optioned players, the drafting order will be decided by a coin toss.

ARTICLE XII: INSURANCE

The Organization shall maintain, at minimum, insurance in accordance with the coverage required by USA Football. In addition, the Organization shall maintain a Directors & Officers policy.

ARTICLE XIII: CONDUCT

Section 13.1: Proper and Positive Conduct Required

The purpose of the Organization is, among other things, to promote the development of leadership, character, sportsmanship, tolerance, and discipline in our area's youth. That is the overriding goal of Mclean-Great Falls Football and is the responsibility of every player, coach, parent, and spectator associated with the program. The positive development of our youth into good citizens takes precedence over wins and losses.

In this regard, every coach, parent, and spectator is expected to promote with the players the value of fairness, perseverance, compassion, loyalty, selflessness, humility, discipline, and respect for officials, coaches, opponents, and teammates. Any conduct by a coach, spectator, or player that undermines these values, could result in a discipline as described in Article IX.

Section 13.2: Players Conduct

Spartan players are expected to behave in a proper and positive manner in support of the program's goals. Players must show respect to their coaches, teammates, opponents, and referees. Players should NEVER argue with a referee's call during a game.

The head coach is responsible for ensuring that his players, assistant coaches, and sideline exhibit proper and positive conduct. The head coach is authorized to suspend any player that is not exhibiting proper conduct during games or practices. The Commissioner may also suspend a player for improper conduct even over the objection of the head coach.

Section 13.3: Coaches Conduct

All coaches sign the FCYFL Code of Conduct prior to the start of the season and all Spartan coaches are expected to abide by the letter and intent of the FCYFL Code of Conduct. Coaches must show respect to referees, opposing coaches, and players from both teams. The head coach is the **ONLY** person that should be talking to a referee and **ONLY** for clarification of a rule, not to argue a call. Assistant coaches should not be addressing a referee except for low-key questions on mundane matters (*i.e.*, time remaining in period, timeouts remaining, etc.).

The head coach sets the tone for his assistant coaches, players, and parents, and is primarily responsible for maintaining his team's conduct. A head coach is authorized to suspend any assistant coach or player that does not exhibit proper conduct during any game or practice. As further outlined in the FCYFL Code of Conduct, the head coach is responsible for not only the behavior of his players and assistant coaches, but also parents and spectators. The head coach is expected to proactively address improper conduct by parents and spectators on his sideline, including by suspending the child of an offending parent. If a head coach is not able to control a parent or spectator during a game, he is required to report that person to the Field Commissioner for removal.

Failure to abide by this Article would be considered negative conduct as noted in Article IX and could result in the coach being suspended or dismissed by the Commissioner or the Board.

Section 13.4: Spectator Conduct

Parents must remember that the games are played for children and not adults. The parents must put the emotional and physical well-being of players ahead of a personal desire to win. Parents should never criticize referees, opponents, coaches or players. Verbal abuse of referees, coaches, and players has no place at the youth level of play and will not be tolerated. Parents should never address any comments to a referee before, during, or after a game.

Parents also will not be permitted to criticize any coach or player (on either team) at a game or practice. Parents will not be permitted to coach their child or any other player at games or practices unless they are a member of the official coaching team. Parents and spectators should cheer for their child's team and should not cheer against their opponents. Parents should refer all grievances to their child's head coach or the Commissioner, as appropriate.

Anyone who violates the guidelines could face disciplinary action as described in Article IX. Violations by parents may also result in their child being suspended or dismissed from the program. By registering their child for McLean-Great Falls Football, parents agree to recognize the Board as the governing body of the program and to abide by and accept its decisions as final.

ARTICLE XIV: AMENDMENTS

The power to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors. These Bylaws may be amended by a two-thirds vote of the Board members entitled to vote at the time of the proposed amendment.

ARTICLE XV: DISSOLUTION

In the event of the dissolution, the Organizations shall be dissolved in accordance with any applicable law. To the extent not inconsistent with that law, all outstanding debts of the Organization shall be satisfied in full. Thereafter, all remaining property of the Organization shall, to the extent feasible, be donated to another non-profit organization.

ADOPTION AND RATIFICATION

The foregoing Bylaws of the Mclean-Great Falls Football Association, consisting of Articles I through XV, are hereby adopted and ratified, on this day, ___ day of _____, 2017, and are made part of the permanent organization records of the Mclean-Great Falls Football Association.

_____ George Aguiar	_____ Cable Clarke
_____ Thomas Digges	_____ Steven Fredley
_____ John Hetzer	_____ Jerry Howard
_____ Andy Shinskie	_____ Tommy Thompson
_____ Kathleen Vargas	_____