

GOLDEN APPLEWOOD MIDGET FOOTBALL ASSOCIATION

BYLAWS OF GOLDEN APPLEWOOD MIDGET FOOTBALL ASSOCIATION, INC.

ARTICLE I

Section 1: Name. This organization shall be known as the Golden Applewood Midget Football Association Inc., a Colorado not for profit Corporation (Hereinafter known as "GAMFA").

Section 2: Purpose. The organization is organized exclusively for charitable purposes under section 501 (c)(3) of the Internal Revenue Code. The purpose of the organization is to foster local national amateur football competition for youth grades 2nd through 8th. The organization shall not engage, otherwise than as an insubstantial part of its activities, in activities that in themselves are not in furtherance of the above stated purpose. The organization's assets must be dedicated to an exempt purpose with IRC 501 (c)(3).

Section 3: Office. The office of the Corporation shall be located in the County of Jefferson, State of Colorado, City of Golden, at PO Box 707, Golden, CO 80402. The Corporation may maintain offices at other places as the Board of Directors may, from time to time, determine.

Section 3: Seal. The Seal of the Corporation shall be in circular form, and mounted upon a metal die. About the periphery of the seal shall appear the words, "Golden Applewood Midget Football Association Inc.," and in the center of the seal shall appear the words, "Corporate Seal, 1975, Colorado."

Section 4: Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January in each year, and end the last day of December in the same year.

ARTICLE II -PARTICIPATION

Section 1: Qualifications. Any person, firm, or corporation of the United States may become a participant of this Corporation.

Section 2: Participants. A participant may be one of the following:

- Member of a coaching staff who has participated for one or more seasons and is officially rostered as a coach.
- Legal Guardian of a rostered player whose fees have been paid in full.
- Board of Director
- Team Manager
- Team Sponsor
- Advertiser

Section 3: Resignation. Any participant may withdraw from participation in the Corporation by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors. The Board of Directors may call for a resignation of an officer for cause. Cause may be determined by a majority of the Board. Reasons for cause could include lack of presence at Board of Director meetings, conduct unbecoming of the Association, disregard for the purpose of the Association as promulgated in the Bylaws, or misrepresentation or misuse of the Association.

ARTICLE III -ORGANIZATIONAL STRUCTURE

The GAMFA consists of the following levels or organization:

Section 1: Team. A football team within an area shall consist of players eligible to play football in accordance with the GAMFA Bylaws and Rules of Play. Team voting membership at GAMFA Board meetings shall be limited to two votes to be cast by the Team Manager or his designated alternate and the Head Coach or his/her designee. It is suggested that the Team Manager be a parent or guardian of one of the eligible players on each respective team.

Section 2: Participation in Jefferson County Midget Football Association, Inc. The GAMFA shall also be a member of the Jefferson County Midget Football Association, Inc. with two representatives from the Board of Directors, one of whom shall be President, and the other shall be the County Representative, as herein below defined.

Section 3: Board of Directors. Control and management of GAMFA shall be vested in the elected Board of Directors. The Executive Board of Directors shall consist of No more than four (4) members off one existing team can sit on the Board on the same year. Committee members may be from the same team, but no voting position may be held when there are four or more members on such team.

Section 4: Officers. The elected officers of the Corporation shall be as follows: President, Vice President, JMFA County Representative, Player Safety Coordinator, and Scholarship Manager. The Board of Directors shall appoint a Treasurer/Registration Manager, and Secretary, each of which will be a voting position.

Section 5: Term. The term of each elected position is defined as a two year period to commence and end according to the dates outlined by the fiscal year. Once elected, a Board Member may not serve more than two consecutive terms in one office. At the conclusion of a second term, the said member may be elected to another position for a single 2 year term at which time the Board Member must then be off the Board for at least one year before becoming eligible to sit once again on the Board.

Section 6: Authority and Limitation. The Board of Directors shall be elected at or before the January Annual Meeting, by a majority vote of the participants present, individuals to hold each of the above named offices (except Treasurer, and Secretary) and such individuals shall be Officers and Directors of the said Corporation. No Officer or Director shall be entitled to any salary or fee for services rendered. However, any Officer or Director of the Corporation may be reimbursed for actual expenditures or disbursements made by such Officer or Director, provided such expenditures or disbursements are properly documented by some sort of memorandum or receipt and approved by the Treasurer. Any reimbursements of expenditures in excess of \$50.00 must be approved by a vote of the Board of Directors at the next meeting of said Board.

Section 7: Duties of Officers. Each Officer shall maintain such books and records as may be appropriate to his or her office, and shall be expected to attend all meetings of the Board, and shall give a full and complete report of his activities to the Board upon request. It shall be the duty of each Officer, upon completion of his term, resignation, or removal, to turn over all his books and records to the Board or to his successor.

President: The President shall call and preside at all meetings of the GAMFA Board of Directors, and shall attend meetings of the County Board. This office shall recommend and enforce the GAMFA, and JMFA Rules and Bylaws. In addition, he shall coordinate activities of the GAMFA organization in JMFA Draft, Bracketing, Scheduling, and Weigh In. The eligibility of each rostered player will be the Presidents responsibility. The President will maintain good relation with the Parks and Recreation Districts and procure all necessary permits for use of fields. This office shall so perform any other duties required by the President of JMFA. The President is responsible for promoting a fair, positive, economically and fiscally responsible program. This office shall be responsible for securing coaches for GAMFA area football teams with the advise and consent of the Board of Directors. This officer is responsible for the procurement, maintenance, and control of equipment, and supplies used by the players and coaches during practice and game

participation.

Vice President: This position will prepare and coordinate Team Managers activities and provide a list of duties annually. This position should also develop and maintain a budget for its specific duties. The Vice President will coordinate JMFA Weigh Ins, and help to develop community support. This office shall so perform any other duties the President shall deem necessary. This officer shall preside over Board meetings when the President is absent.

JMFA County Representative: This office will have a thorough knowledge of GAMFA and JMFA Rules and Bylaws. Attend all meetings of the JMFA Board, and report all activities. The JMFA County Representative will also actively pursue issues at the County Board meetings as so directed by the GAMFA Board of Directors. This office shall be responsible for providing Coaches with annual rule changes and indoctrination of new coaches.

Scholarship Manager: The Scholarship Manager shall keep a list of all the scholarship players and families. The Scholarship Manager shall receive nominees for potential scholarships from GAMFA and evaluate in conjunction with the President, Vice President and Treasurer/Registration Manager, those individuals granted scholarships. Evaluate of their need can be based on free/reduced lunch, special circumstances, and if they fulfilled their scholarship requirements from the previous years. Create and maintain a “Scholarship Agreement” which states what GAMFA’s expectations are for the season. Ensure scholarship families sign this agreement. The Scholarship Manager shall maintain a list/database of the families and their assigned tasks (i.e. weigh-ins, field marshal, setup goal posts, barbeque, and football camp). Document which players are eligible for future scholarship funds. This office will be responsible for maintaining that all fields are kept in good order utilizing scholarship families for support.

Player Safety Coordinator: The Player Safety Manager is the coaching mentor and parent liaison, especially for Heads Up Tackling and other player safety concerns. This position will ensure that all coaches have completed the USA Football Level I Coach Certification. This position shall conduct a preseason Heads Up Coaches clinic for all HUF Org coaches (includes equipment fitting, proper tackling, reducing helmet contacts and concussion education). This officer will conduct a Player Safety clinic for all HUF Org parents and players (includes equipment fitting, proper tackling, reducing helmet contacts and concussion education). This position serves as the HUF Org point of contact for emerging player health and safety recommendations, particularly from USA Football, NFL and CDC; and Communicate HUF Org concerns, questions and successes to club commissioner and USA Football through Player Safety Coach dashboard (provided by USA Football).

Treasurer/Registration Manager: The Treasurer/Registration Manager shall maintain such books and records as may be appropriate to his or her office, and shall be expected to attend all meetings of the Board, and shall give a full and complete report of his/her activities to the Board upon request. This position shall create the rosters for the fall football season in conjunction with Team Managers, Coaches and the Board. This position should also develop and maintain a budget for its specific duties.

Secretary: The secretary shall keep the list of all members, and shall record the proceedings of the meetings of the Area Board. The Secretary shall also attend to such correspondence and reports as may be required. This position should also perform any other duties that the President deems necessary.

Section 8: Duties of Directors. The property, affairs, activities, and concerns of the Corporation shall be vested in the Board of Directors, all as herein above set forth. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. At each annual meeting held after the adoption of these Bylaws, there shall be an election for the Directors of the Corporation whose terms have come to an end. Each of whom shall be elected for the term of two (2) years. The Board of Directors may hold meetings in such times and places as it deems proper; admit participants, and suspend or expel them by ballot; appoint committees on particular subjects from the members of the Board, or from other participants in the Corporation; audit bills and disburse the funds of the Corporation; print and circulate documents and publish articles; carry on correspondence and communications with other organizations; employ agents; and devise and carry

into execution such other measures as it deems proper and expedient to promote the purposes and objects of the Corporation all towards the best interest, and welfare of the participants.

ARTICLE IV -MEETINGS

Section 1: Annual Meeting. There shall be an annual meeting of the Board of Directors of GAMFA and of any participants who wish to attend such meeting in the month of December of each year for the election of the new Board of Directors, and to amend any Bylaws with note of the amendments to be made must be given at the previous board meeting. A majority vote of the members of the Board present will be required to adopt any amendments to the Bylaws. In addition, the annual report of Officers, Directors, and Committees, and the transaction of other business shall be given at this time. Notice of the meeting shall be sent out to the last recorded email address of each member of the Board at least ten (10) days prior to the scheduled date. No notice shall be required to the participants in the Corporation; all operating authority and authority for electing a successor Board of Directors being vested in the existing Board of Directors. However any participants who do attend such meeting shall be entitled to review, discuss, and communicate with the Board of Directors on various matters and reasonable time shall be provided by the Board of Directors for such communications with participants who attend any such meetings. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

Section 2: Regular Meetings. Regular meetings will be held on the second Wednesday of every month to begin at a time designated by the President.

Section 3: Special Meetings. Special meetings may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of four (4) members, the Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting is given in the same manner as for the Annual Meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members of the Corporation.

Section 4: Waiver. Notwithstanding, the provisions of any of the foregoing section, a meeting of the members of the Board of this Corporation may be held at any time, and at any place within or without the State of Colorado, and any action if taken threat, if notice is waived, in writing, by every member have the right to vote at the meeting.

Section 5: Quorum. The presence in person or by proxy of a majority of the participants at any meeting of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 6: Voting. Each member of the Board of Directors shall be entitled to cast one vote at any transaction of business at any meeting, except the presiding officer may exercise a vote only if necessary to break a tie. Each Team is designated two (2) votes, those votes shall be given to the Head Coach, and the Team Manager. A majority vote on all matters shall decide all issues.

Section 7: Proxies. Every member of the Board of Directors shall be entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration at the proxy is specified, it shall be invalid after 1 month from the date of its execution.

Section B: Order of Business. The order of business shall be as follows at all meeting of the Corporation, Board of Directors, and Executive Committee:

1. Calling of Roll
2. Reading of Minutes
3. Reports of Officers
4. Reports of Committees
5. Unfinished Business
6. Report from Team Managers

7. New Business

Any question as to the priority of business will be decided by the chair without debate. In all such meetings Robert's Rules of Order and Parliamentary Procedure shall be followed insofar as such rules are applicable. The order of business as herein set forth may be altered or suspended at any meeting by a majority vote of the members of the Board of Directors present at such meetings.

ARTICLE V -COMMITTEES

Section 1: Special Committees. The president may, at any time, appoint special committees on any subject for which there are no standing committees.

Section 2: Committee Quorum. A majority vote of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

ARTICLE VI -INDEMNIFICATION

Section 1: Any person made a party to any action, suit or proceeding, by reason of the fact the he, his testator, or interstate representative is or was a Director, Officer, or employee of the Corporation, shall be indemnified by the Corporation against the reasonable expense including attorney's fees, actually or necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein that such Officer, director, or Employee is liable for negligence or misconduct in the performance of his duties. Directors and Officers Liability insurance will be provided by GAMFA.

Section 2: The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of the sections.

Section 3: The amount of indemnity to which any officer or any director may be entitle shall be fixed by the Board of Directors, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

ARTICLE VII -AUDIT OF FINANCIAL RECORDS

There shall be an audit of financial records of the Corporation at the end of each calendar year or fiscal year and such audit shall be conducted by a committee which shall be appointed by the President. An audit shall also be conducted at any other time that there is a change in the individuals holding the office of Treasurer or a President, except that a change of such officers at the regular meeting shall not be the basis for an audit unless such audit is requested by two-thirds of the members of the Board of Directors present and entitled to vote at such regular meetings

ARTICLE VIII -COACHES

There will be a Coaches Evaluation Committee composed of the Vice President, President, and others as appointed by the President to oversee matters in this area. Existing Coaches in the GAMFA who wish to continue with the existing teams in ensuing seasons will have the first right of refusal to do so provided the Coaches Evaluation Committee approves. For other Coaching vacancies, if a qualified candidate exists who has a son playing on the team where the vacancy exists, he will have the first right of refusal for the position provided the Coaches Evaluation Committee approves.

ARTICLES IX -SPONSORS

Participants are encouraged to help support GAMFA but all correspondence shall be funneled through the

President for proper handling. Individual teams may seek their own sponsorship, develop and manage their own fundraising efforts, however, none of these proceeds shall be run through the GAMFA books or be part in any way the financial reports of the Treasurer of the Corporation.

ARTICLE X -AMENDMENTS

These Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the participants of the Corporation present. The proposed change shall then be mailed to the last recorded email addresses for each member of the Board of Directors at least ten (10) days but no more than fifty (50) days before the time of the meeting at which such change is to be voted on. The proposed change shall be presented in writing at the immediately preceding meeting for discussion and recorded in the minutes. The Bylaws may only be amended once each year and the month in which any such meeting for amendment of the Bylaws shall be held before the month of November, and as more specifically set forth in Article V, above.

ARTICLE XI -ADOPTION

These Bylaws shall become effective upon their adoption by a two thirds vote of the member of the Board of Directors at a regular or special meeting of said Board.

These Bylaws were revised and amended on the 8th Day of January, 1985, and were voted on with the majority two-thirds vote at our annual meeting in November, 1984.

These Bylaws were revised and amended on the 12th day of November, 1996, and were voted on with a majority two-thirds vote at our annual meeting on November 12, 1996.

These Bylaws were revised and amended on the 14th day of January, 1997.

These Bylaws were revised and amended on the 14th day of January, 2004, and were voted on with a majority two-thirds vote at a regular meeting held February 11th, 2004.

These Bylaws were revised and amended on the 18th day of November, 2013, and were voted on with a majority two-thirds vote via email on November 18th, 2013.

These Bylaws were revised and amended on the 19th day of November, 2014, and were voted on with a majority two-thirds at a regular meeting held November 11th, 2014.

ARTICLE XII -DISSOLUTION

In the event of the dissolution of the Golden Applewood Midget Football Association, all moneys, funds, and property belonging to said association shall be transferred to the parent organization, Jefferson County Midget Football Association.

CREED

The purposes, for which G.A.M.F.A. is organized, are as follows:

1. To promote, support, develop, and encourage participation in the sport of football.
2. To promote thorough and competent instructions of the players in the fundamentals of football.
3. To promote in each and every player the spirit of teamwork, working for the betterment of the team, and not simply for the betterment of an individual.
4. To promote and develop a spirit of competition and in a larger part to develop and promote good sportsmanship and equal opportunity for every player to enjoy and participate in the competition with high regard for each and every player's mental and physical well being.
5. To promote the bonds of friendship and good sportsmanship among all participants in the program, their families, and their communities.