

BFA

Brookwood Football Association, Inc.

BY-LAWS



As Amended – November 17, 2011

PURPOSE OF THE ASSOCIATION

The purpose of the Brookwood Football Association, Inc. (hereinafter referred to as the Association) shall be to provide a football and cheerleading program with major emphasis upon fun and enjoyment for all youth interested in playing and developing their athletic skills in football and cheerleading.

It shall always be the goal of this Association to ... (1) provide boys and girls an opportunity for fun and enjoyment through an organized football and cheerleading program; (2) to develop good sportsmanship and physical fitness; (3) and to teach skills and techniques of the game of football and cheerleading.

This Association shall always promote "safety first" play by conducting and promoting a football program with strict control over age, equipment, and the behavior of the participants, coaches, and spectators.

PREAMBLE

When the rules of the Association are in conflict with the desires of the individual participant or member, the rules of the Association will prevail.

ARTICLE I

- 1.1.0 Brookwood Football Association's fiscal year begins on the 1st day of January.
- 1.2.0 The Registered Agent shall be designated each year by the President of the Association at the time of the filing of the annual report with the Secretary of State. The Registered Agent will customarily be the Treasurer of the Association; however, the President of the Association may name another Registered Agent.
- 1.3.0 The Association may have an office at such place or places within the State of Georgia as the Board of Directors may from time to time designate or as the business of the Association may require.

ARTICLE II
GWINNETT FOOTBALL LEAGUE

- 2.1.0 The Association operates under the auspices of the Gwinnett Football League, (hereinafter referred to as the League). This arrangement will continue unless changed by at least a three-fourths majority vote of the entire Board of Directors. The Association shall comply with the rules of the League.
- 2.2.0 Where the rules of the Association conflict with the rules of the League, those of the League will prevail.
- 2.3.0 The Association's representative to the League will be the elected Area Representative or in his absence an Alternate Area Representative appointed by the President. The Area Representative may serve on the League's Board if so elected by the League. The Area Representative shall carry out his duties to the League as required by the League's By-Laws.
- 2.4.0 The Rules of Play for the Association's football program will be those rules established by the League as contained in the League's By-Laws or Rules.

ARTICLE III
MEMBERSHIP AND DUES

- 3.1.0 Membership Restrictions ... Membership shall be restricted to the parents or guardians of those children registered as participants in the football or cheerleading programs sponsored by the Association. Other interested adults shall attain membership through participation in the conduct of the Association, including coaching, or otherwise assisting regularly on a voluntary basis over a period of at least one month, with a two-thirds majority approval of the Board.
- 3.2.0 Member Family ... A Member Family shall consist of the parents or guardians of at least one child registered in the football or cheerleading programs of the Association.
- 3.3.0 The Association does not discriminate on the basis of race, religion, gender, national origin, sexual orientation, political affiliation, or status with respect to public assistance.

- 3.4.0 The Association shall at all times observe all local, state and federal laws which apply to non-profit organizations as defined in Article 501(c)(3) of the Internal Revenue Code.
- 3.5.0 The Board of Directors shall at all times have the full power and authority to expel from membership any persons whose activities are determined to be detrimental to, or inconsistent with, the Association By-Laws, Rules, Code of Conduct, and/or the basic principles of this Association at any time during the year by a two-thirds majority vote of the entire Board. However, removal shall occur only after the member has been advised in writing of the breach and a time and place to meet with the Board to discuss his/her case.
- 3.6.0 A registration fee shall be charged for participation in football and cheerleading at the rate specified by the Board based on budget requirements. All registration fees collected shall be deposited into the Association's general fund.
- 3.6.1 All elected Board members shall have their registration fee waived by 70% of the registration fee set annually by the Board in appreciation for their volunteered time. No other discounts shall apply.
- 3.7.0 Member families registering three (3) or more football and/or cheerleading participants shall receive a 10% discount to be deducted from the member family's total registration fees. No other discounts shall apply.
- 3.8.0 The Association refund policy shall be as follows:
- No registration refund will be allowed in football or cheerleading except as determined by the Executive Board in its sole discretion.

ARTICLE IV MEMBERSHIP MEETINGS

- 4.1.0 Annual Membership Meeting ... This meeting shall be held during the months of November or December each year at a date, time, and place fixed by the President. The agenda of this meeting shall include the election of the Board of Directors.

- 4.1.1 Any number of voting members present in excess of fifty (50) at any called Association meeting of the general membership constitutes a quorum.
- 4.2.0 Notice of Annual Membership Meeting ... Notice of the Annual meeting shall be provided to each Member not less than thirty (30) days prior to the meeting date. Method of notification can include, but are not restricted to, an announcement on the Association's website, or an email sent to all Membership email addresses on file with the Association.
- 4.3.0 Contents of Notice ... The notice shall contain the date, time and place, and any unusual issues to come before the meeting.
- 4.4.0 Special Meetings ... The President may call a special meeting of the Membership whenever the need shall arise. Any fifty (50) Members of the Association or a majority of the Board of Directors may call a special meeting, by giving written notice of the time, place, purpose of the meeting, upon the President's failure or refusal to call the requested meeting, those Members of the Board calling the meeting shall call the special meeting.
- 4.5.0 Notice of Special Meetings ... Notice of any special meeting shall state in writing the reason for such meeting and be given at least seven (7) days prior to the meeting.

ARTICLE V VOTING RIGHTS

- 5.1.0 Each member shall be entitled to one vote on all matters requiring a membership vote, regardless of the number of children registered in the Association program. In no event shall a member family have more than two votes.
- 5.2.0 How Vote Recorded ... A vote may be recorded only by the presence of the Member and not by proxy.
- 5.3.0 Loss of Voting Rights ... A member's voting rights shall be suspended for (a) The violation of these By-Laws or Association Rules, upon the recommendation of the Board or (b) Any member that has an indebtedness to the Association, upon the recommendation of the Board.

ARTICLE VI
BOARD OF DIRECTORS

6.1.0 Creation ... The Board shall consist of the President, Vice-President, and up to thirty-one (31) elected Board Members, who include the Football Commissioner, the Cheerleader Commissioner, the Past President, and the Gwinnett Football League Representative.

The Board of Directors shall be the governing body of the Association, consistent with the By-Laws of the Association, to conduct the affairs of the Association.

6.2.0 How Elected ... By not later than the date of the first October Board Meeting, the President shall appoint a Nominating Committee consisting of five (5) Members (at least three (3) of whom are non-Board Members) whose duty it shall be to select a slate of nominees from the Membership for the President, Vice-President, and the four (4) or six (6) Board positions that will be vacant that year. The incumbent Board will discuss with the Nominating Committee, and agree upon a recommended slate of nominees at the Board of Directors meeting held prior to the Annual meeting to be presented at the Annual Membership meeting held in November or December. These nominations will be in writing and received by the Secretary at least five (5) days prior to the Annual meeting.

Nominations will also be accepted from the floor at the annual membership meeting. The names of all nominees will be entered on a single ballot and submitted to the membership present at the annual meeting. Those nominees for each office getting the greatest number of votes will be deemed to have been elected as the new Board of Directors. A minimum of two-thirds of the Board of Director members must reside within Gwinnett County.

6.2.1 During the regular board meeting held immediately prior to the Annual Meeting, the Incumbent Board will discuss with the Nominating Committee their recommended slate of officers (Secretary and Treasurer). In the event that the Board does not accept and elect the slate of officers, the Incumbent Board will elect the Secretary and Treasurer from all the nominations received. The nominee for Secretary receiving the most votes and the nominee for Treasurer receiving the most votes shall be deemed elected. In the event of a tie vote for Secretary or Treasurer not resolved by a recount, the names of those nominees involved in a tie shall be immediately submitted to the Incumbent Board for a new vote. If the issue is not

resolved on that ballot, the Directors, including those newly elected, shall elect the unresolved officer(s) from those nominees involved in the tie vote at the next regular meeting.

6.3.0 Anyone who is a nominee for an Executive Office on the Board of Directors must have served on the Board for at least one (1) year prior to his/her election.

6.3.1 The President may not be an active head coach within the Brookwood Football Association at any time while serving his/her current term. The Vice-President, Secretary, or Treasurer may be a head coach or assistant coach as long as they are available at all times to attend to Board business.

6.4.0 Invalid Ballots ... Any ballot upon which more votes have been cast than there are vacancies shall be declared an invalid ballot.

6.5.0 Term ... The President and Vice-President shall be elected for two (2) year terms. The Treasurer and Secretary will serve one (1) year terms. First year elected Board of Directors shall serve a one (1) year term. After successfully completing and fulfilling their responsibilities for one calendar year, the member will be eligible for a three (3) year term by a two-thirds approval of the Board of Directors. Board Members' terms shall be staggered such that four (4), four (4), and six (6) will complete their term of office each year.

6.6.0 Duties ...

A. The Board of Directors shall be actively involved in all budgetary matters including the setting of registration fees, the collection, expenditures and disbursements of all Association funds.

B. The Board of Directors shall annually elect from the Board the Secretary and the Treasurer, and the Football Commissioner(s) and the Cheerleader Commissioner(s), at their first regular meeting. Those officers shall serve one (1) year or until their successors are elected and take office.

C. The Board of Directors shall approve appointments of all head coaches and assistant coaches in the Association. The Board of Directors shall be the censors and the peacemakers of the Association and shall be the body of final appeal on all matters of controversy involving

the Association.

D. A Member of the Board of Directors shall be the chairman or a member of all committees appointed by the President.

E. The Board of Directors may from time to time adopt rules governing the operation of the Association. The rules may not be inconsistent with these By-Laws. The rules of the Association shall be reviewed annually in January by the Board of Directors. This review shall be completed, and any changes approved prior to March 1 each year, and except for highly unusual situations or emergency conditions, no adopted rule shall be changed, deleted or added from March 1 through December 1.

F. Notwithstanding the above, the rules of the Association may be changed, deleted and new rules added at any regular meeting, or such special Board meeting called for the purpose of amending the rules of the Board of Directors. In order to become effective, any changes, deletions and/or additions must be approved by a majority vote of the total Board of Directors.

6.7.0 Board of Directors Meeting ... Meetings will be held at least on a monthly basis as needed to conduct the affairs of the Association as determined by the President. All meetings will be conducted at a time and location determined by the President, and all Board Members will be notified prior to such meetings.

6.7.1 A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of one more than half of the voting members of the Board. The act of a majority of the Directors at a physical meeting in which a quorum exists shall be considered an act of the entire Board. A written report of the business transacted at each Board meeting shall be made by the Secretary at the next meeting of the Board.

6.8.0 Vacancies ... Vacancies on the Board of Directors, including those seats held by the Officers, except the President, created by resignation, death, or inability to serve for any reason shall be filled by majority vote of the total Board of Directors.

The unexpired term shall be filled within thirty (30) days from the date of the vacancy. The vacancy shall not be filled if there is sixty (60) days or less left on the unexpired term except

for the office of the President.

- 6.9.0 Failure to Attend Board Member Activities ... A Board Member who has two (2) consecutive unexcused absences (as determined by the President and/or Secretary) from scheduled board member activities shall be placed on probation. He/she must attend the next four (4) scheduled Association and/or Board activities to be taken off probation. Any Officer or Director who has four (4) unexcused absences (as determined by the President and Secretary) from scheduled Association and/or Board member activities shall automatically be removed and the Board shall elect his/her successor. All Board members who have been removed for four (4) unexcused absences must be so notified by the Secretary.

ARTICLE VII DUTIES OF OFFICERS

- 7.1.0 All Board Members must be bonded by a State approved bonding company for the duration of their term.
- 7.2.0 President ... The President shall be the chief executive officer of the Association and with the advice of the Board of Directors shall conduct the affairs of the Association, including being the representative to the Brookwood Athletic Association, Inc. The President shall appoint the Area Representative to the League. He/she shall preside over all meetings of the Membership and the Board of Directors, although he/she will have no vote except to break a tie vote of the Board. He/she shall be a member ex-officio of all committees. He/she shall perform such other and further acts as may be deemed necessary for the furtherance of the business of the Association or which the Board of Directors or the Membership may direct. He/she shall be a co-signer of all checks together with the Treasurer. The President may only succeed himself in that office once. After his/her term of office has ended he/she shall continue on the Board as the Past-President until the next President replaces him/her as the Past-President. In the event that the President is unable to fulfill his/her term, the Vice-President will succeed him/her for the remainder of his/her term.
- 7.3.0 Vice-President ... The Vice-President shall, in the absence of the President, perform all duties and exercise authority completely consistent with that of the President. In the absence of the President, he/she will become a co-signer of all checks together with the Treasurer. He/she

will, in the event the office of the President is permanently vacated, regardless of the circumstances, serve as the President for the unexpired term. At which time, the office of Vice-President will be filled by a Board vote to serve as the Vice-President for the unexpired term. The Vice-President shall perform other duties assigned by the President and these By-Laws related to his/her office.

7.4.0 Secretary ... The Secretary shall attend all meetings of the Board of Directors and the Membership, and shall record all votes and minutes of all proceedings in books to be kept for that purpose. He/she shall perform a like service for standing committees when required by the President. He/she shall give or cause to give, any and all notices required to be given to the Board of Directors or to the Membership. He/she shall furnish copies of the minutes of the Board of Directors' meetings to each member of the Board within two (2) weeks following that meeting. He/she shall be the custodian of all contracts, agreements and other official Association papers. He/she shall give reasonable notification to the Treasurer of the due date of the registration fees payable for the Charter of the Association. He/she shall perform other duties related to his/her office assigned by the President including maintenance of Board attendance records.

7.5.0 Treasurer ... The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Association and shall deposit; or cause to be deposited in the name of the Association, all monies or other valuables in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors. He/she shall be a co-signer of all checks. He/she shall prepare a cash flow statement of the income and expense transactions and cash balance of the Association each month to be presented in writing at all scheduled meetings of the Board of Directors. He/she shall prepare and present at the Annual Membership Meeting an annual statement of the financial condition of the Association, as well as such other financial statements as the Board of Directors or the Membership may require. He/she shall disburse funds only after the approval of the Board of Directors or the President. The Treasurer must utilize a numerical receipt system for the collection of all Association funds (except for gate receipts and other impractical situations). A receipt of all such transactions must be kept by the Treasurer and a copy given to the other party. This official Association receipt book is a part of the records of the Association and must be included in the monthly financial statements presented to the Board or the Association.

The Board may however authorize the Treasurer to open such other checking accounts as deemed necessary (such as for the efficient operation of the concession stand) and shall designate the necessary signers of such accounts.

7.6.0 Bids are to be accepted by the Treasurer only. All Bids are to be opened and presented to the Board or the Association for approval at the monthly board meeting. Three (3) bids are required for contracts exceeding \$10,000. All invitations to bid will be posted on the Association website.

7.7.0 Commissioners ... The Commissioners shall serve as the link between the Board and the Coaches and Membership of the Association. He/she will strive to provide a means of communication between all of the above parties and to settle disputes and questions within the By-Laws before they become issues.

The Football Commissioner will be the Alternate Area Representative (if not appointed as the Area Representative, in which case the President will appoint the Alternate Area Representative), and will be responsible for all insurance matters for the Association and the League or an injured player, along with maintaining the game schedule and will negotiate for and approve all post season games. The Football Commissioner will serve on the Registration Committee, the Rules Committee and the Coaches Screening Committee. The Football Commissioner shall also be responsible for maintaining any records or files concerning coaches acting under the jurisdiction of the Brookwood Football Association, Inc. He/she will perform other duties related to the office as assigned by the President.

7.7.1 The Cheerleading Commissioner may have up to two assistants. The co-assistants will split the various responsibilities by age group and assist the Cheerleading Commissioner with other duties relating to his/her office.

ARTICLE VIII
TEAM ORGANIZATION

8.1.0 Teams ... Teams will be organized as provided for under the League rules. Prior to the beginning of the football season, a general announcement regarding the open registration of players and cheerleaders will be made as directed by the Board. The Board will establish the amount of the registration fee. Coaches will prepare an official roster and collect copies of the parental permission slips, birth certificates and other forms required by the Board or the League and provide the material to the chairman of the Registration Committee prior to the official League registration. Any registrants who are eligible after the official League registration will be added to the team to which their age allows them, only in compliance with League Rules and Regulations. In Divisions where the Association has two teams, the addition of late registrants to the appropriate team will be made under the supervision of the Registration Committee and the League.

8.2.0 Head Coaches ... Coaches will be appointed by the Board and will serve one (1) year terms with approval of the Board. A slate of prospective Coaches will be presented no later than the April Board Meeting by the Coaches Screening Committee for the Board's approval.

The slate of Coaches will be prepared based upon the ability of the prospective Coaches to work with young people within a youth football organization, in an environment as established by the Purpose of the Association. In the case of the VII classification Coach, the approval of the Brookwood High School Football Coach must be obtained for the nominee Coach prior to his/her becoming that Coach.

8.2.1 Background Checks ... Head Coaches, Assistant Coaches, Trainers and Team Moms are subject to background checks to determine if he/she has a past history of Drug and/or Child Molestation charges. A release form must be presented by a member of the board and signed by the prospective Coach, Assistant Coach, Trainer, or Team Mom prior to a background check being performed. This background check must be completed before a Head Coach, Assistant Coach, Trainer, or a Team Mom is approved by the Board.

8.3.0 Duties of Coaches ... Coaches will be responsible for organizing, teaching skills, and motivating the players or cheerleaders on his/her team in line with the purposes of the Association. The football Coach will work with and assist the cheerleading Coach so that both of their efforts will result in a unified group for games and other required functions.

8.4.0 Assistant Coaches and Trainers ... Prior to the beginning of football practice the Head Coach

will submit a slate of up to three (3) Assistant Coaches and a Trainer to the Board for approval. The Board shall approve the slate so submitted unless there is an important reason for the denial of that slate. Any person on the slate must have passed a background check as required in 8.2.1.

8.5.0 Team Mothers (and Fathers) ... Prior to the end of the first full week of practice, Coaches will select a Team Mother (or a Team Father, if the Coach desires that his/her team have a Team Father). The Coach will notify the Football or Cheerleading Commissioner of his appointments. The Team Mother/Father will be responsible for assisting the Coach with his non-coaching duties such as fund drives set by the Board, team banquets at the end of the season along with other duties as established by the Coach. The Team Mother/Father must have passed the background check as required in 8.2.1. Also, the Team Mother/Father must provide financial accounting to the Association at midpoint of the season as determined each year by the Board and upon completion of the season detailing funds received and spent, with corresponding receipts.

8.6.0 Team Mother/Father Coordinator ... The President may from time to time appoint a coordinator for the persons referred to in Article 8, Section 5.

8.7.0 Disciplinary Action ... The Board of Directors shall have the full power and authority to discipline or remove a Head Coach, Assistant Coach, Trainer, or Team Mother/Father for breaches of the Rules of the Association at any time during the year by a two-thirds majority vote of the entire Board. However, removal for disciplinary reasons shall occur only after the Head Coach, Assistant Coach, Trainer or Team Mother/Father has been advised in writing of the breach and a time and place to meet with the Board and his/her accuser to discuss his/her case.

ARTICLE IX COMMITTEES

9.1.0 Standing Committees ... There shall be the following Standing Committees: (1) Ways and Means (2) Publicity (3) Rules (4) Registration (5) Field (6) Coaches Screening (7) Audit (8) Concession (9) Asset.

- 9.2.0 Other Committees ... The President may create other committees to expedite matters as may be required. The chairman of such other committees shall be a Member of the Association and/or the Board of Directors.
- 9.3.0 Appointments ... The President shall from time to time appoint current board members and/or Association Members to chair or to serve upon committees as the need may require. The President shall appoint the members and chairman of all committees to serve one (1) year. The President shall have the authority to remove the chairman and/or member of a committee without the approval of the Board. At least one Board Member shall serve on or chair each Committee.
- 9.4.0 Audit Committee ... The Audit Committee shall consist of six (6) members, one of which is the Treasurer. The Audit Committee shall be presented every Association financial report, which it must review and approve prior to being accepted as an accurate statement of the Association's financial condition. Any and all discrepancies must be presented to the Board prior to the close of the meeting. Discrepancies must be resolved prior to Board approval of the Treasurer's report.
- 9.5.0 Asset Committee ...
- A. There shall be established an Asset Committee. The purpose of the Asset Committee shall be to consider any request for donations to be made to any organization from the assets of the Association.
- B. The Committee shall consist of the Association President, Vice-President, Treasurer and six (6) Association Members elected at each annual meeting. Each of the six (6) to serve one (1) year terms coincident with the Annual Meeting. The Treasurer shall serve as Chairman.
- C. The Asset Committee may by majority vote, vote to make a donation from the assets of the Association to an outside organization provided that the restrictions in subparagraph D) shall apply.
- D. (1) Total annual donations may not exceed \$5,000.00 or 25 percent of the total assets of the Association as of January 1 of the year in which the donations are made, whichever is

less. (2) No donation shall be made if to do so would interfere with the successful operation of the Association.

E. Irrespective of the authority given to this committee, the Board of Directors shall consider any vote by the Committee to make a donation. The Board may, by majority vote, reverse a decision of the Committee to make a donation. The Board shall have no authority to reverse a decision by the Committee not to make a donation.

F. Any donations made by the Association shall be reported at the Annual Membership Meeting.

ARTICLE X
PARLIAMENTARY AUTHORITY

10.1.0 All meetings of the Association and the Board of Directors shall be conducted according to Roberts Rules of Order (Revised) except when contrary to any specific provisions of these By-Laws. The Vice-President shall be the Parliamentarian.

ARTICLE XI
ASSETS

11.1.0 Any funds or property received by the Association shall be utilized for the purposes set forth in the Articles of Incorporation and these By-Laws. Except as provided therein, no portion thereof shall be used to provide benefits to any individual, individual team, or other organizations affiliated with this Association.

ARTICLE XII
AMENDMENTS

12.1.0 How Amended ... The By-Laws of the Association may be altered or amended and new By-Laws may be adopted by the Membership of the Association at any annual or special meeting of the Membership of the Association provided, the proposed change or changes have been submitted in writing and discussed at regular monthly Board of Directors meeting thirty (30) days prior to a Membership meeting. In order to become effective, any changes and/or additions must be approved by a two-thirds majority of the Membership present.

ARTICLE XIII
DISSOLUTION OF ASSOCIATION

13.1.0 Upon dissolution of the Association, the remaining assets, if any, shall be distributed only to those organizations with objectives consistent with those of the Association, the purpose of which must be tax exempt as described in Section 501 (c) of the Internal Revenue Code of 1954 as amended. A determination of this fact and final selection of the recipient of any assets shall be made by the incumbent Board of Directors.

ARTICLE XIV
GWINNETT COUNTY

14.1.0 The Association agrees to adhere to any rules and regulations set forth by the Gwinnett County Parks and Recreation Division as may be from time to time amended.