

BY-LAWS OF

GORDON ATHLETIC ASSOCIATION, INC

MIDLOTHIAN, VA

**\*\*\*UPDATED December 2, 2013**

ARTICLE I-NAME:

Section 1. The name of the association shall be Gordon Athletic Association, Inc. ("Association").

ARTICLE II-PURPOSE:

Section 1. To create, sponsor, organize and support all types of athletic programs within the Gordon Elementary School boundaries.

Section 2. To teach youngsters, through practice and playing experience, the fundamentals of sports, teamwork and good sportsmanship.

ARTICLE III-MEMBERSHIP

Section 1. All parents or legal guardians of children participating in programs sponsored by the Association are eligible for membership in the Association. Registration of a child to participate shall be deemed agreement for themselves and their child(ren) to comply with the Association's rules and policies, as well as those of any organization or governing body associated with their respective sports or activities. The Association may grant membership to any person over the age of 21 years who does not have a child or ward eligible to participate in the program sponsored by the Association.

Section 2. For the purpose of membership fees, all memberships shall be family memberships. The membership fee shall be decided each year by the Board of Directors no later than December 1 of each year and will be from the period from January 1 of the following year through the last day of December of the following year; in the absence of a vote, membership fees shall be unchanged.

ARTICLE IV-GOVERNMENT

Section 1. The government of the Association shall be vested in the Board of Directors ("Board" or "BOD").

Section 2. The BOD shall consist of thirteen (13) members, six (6) of which shall be elected by the membership and seven (7) of which shall be appointed by the elected members and presiding Board.

The elected members ("Executive Committee") shall include:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Special Events Coordinator
6. Concessions Director

The appointed members shall include:

1. Six (6) Sports Directors-Football, Cheerleading, Boys Basketball, Girls Basketball, Baseball and Softball
2. Communications Director

Additionally, any Sports Director of a sport which numbers more than 100 participants may request an assistant director, to be approved by the Board, who shall serve as a non-voting member, Such an assistant shall have voting proxy in the Sport's Director's absence.

Section 3. The BOD shall have the following specific powers: to establish and implement rules and regulations necessary to promote the activities of the Association; to levy such fees as may be necessary to conduct the activities of the Association; and to exercise, for the Association, all powers, duties, and authorities vested in or delegated to the Association.

Section 4. The BOD shall have the following specific duties: to cause to be kept a complete and accurate record of its acts and affairs; to supervise all officers, agents and representatives of the Association to see that their duties are properly performed; to fix the amount of fees charged for membership and participation in Association activities and be responsible for such funds; and to file such reports as required by local, state, or federal authorities or any other governing body or entity to which the Association is obligated.

#### ARTICLE V-NOMINATION, ELECTION, APPOINTMENT, AND REMOVAL OF OFFICERS AND DIRECTORS, AND THE EXECUTIVE COMMITTEE

Section 1. During the summer of each year, the BOD shall solicit interest from membership for service on the next Board. By November of each year, the BOD shall prepare a slate of candidates, not to exceed six, for the Board positions available at the December Membership Meeting. Notice of each slate and election shall be made to the general membership via e-mail and/or the fall newsletter. The term of the office shall be for a period of two (2) years, commencing January 1, following election.

Section 2. Nominations may be presented from the floor at the December Membership Meeting for each position on the BOD.

Section 3. Association members shall be eligible to vote at the December Membership Meeting as outlined in Article III, Section 2. For the purpose of elections, a quorum shall consist of twenty-five

percent (25%) of the eligible member families as of December 1 of the voting year. If a quorum does not exist, the President shall be granted proxies equal to the exact number of votes necessary to meet the quorum. Such proxies shall be cast at the direction of the BOD, who shall have determined their voting preferences prior to the December Membership Meeting.

Section 4. Election shall be by secret ballot at the December Membership Meeting. The President shall appoint a chairman and two tellers to receive the ballots. They shall canvass the ballots so cast and announce the result of the presiding officer, who thereupon shall declare elected the three members receiving the most votes. In the event of a tie for the third seat, a new ballot featuring only the tied candidates shall be cast. If a tie remains, the existing Board shall designate the winner.

Section 5. The Executive Committee shall consist of six (6) elected members. When deemed necessary, the Executive Committee, with at least four (4) members present, shall have full authority to act on behalf of the entire Board on any matter, with exception of the removal or replacement of a Board member or Sports Director.

Section 6. At the January Board Meeting, the Executive Committee shall determine officers (President, Vice President, Secretary and Treasurer) for the year, as well as appoint a Webmaster to a one (1) year term.

Section 7. Within ninety (90) days of the conclusion of each primary sports season, the BOD shall evaluate performance of the applicable Sports Director and appoint the Sports Director for that sport for the next year (Sports Directors' terms may or may not coincide with the membership year).

Section 8. A. The BOD on its own motion by majority vote of the Board Members present may dismiss any member of the BOD who does not satisfactorily perform the duties of their office. Unexcused absences at consecutive Board Meetings may be cause for dismissal or removal. Likewise, any member of the BOD who has a child or ward eligible to participate in a program offered by another organization may be dismissed from the BOD under this provision. The BOD shall state for the record the reason for the dismissal of any Board Member. Any Board Member eligible for dismissal shall be allowed fifteen (15) minutes to present their position to the BOD before a vote of dismissal is taken. Any Board Member eligible for dismissal shall be notified in advance of the Board Meeting at which the dismissal vote will be taken.

B. The remaining members of the BOD present at the meeting at which a vacancy in any position occurs shall fill the vacancy by appointment for the unexpired term of vacancy. If they cannot agree on a replacement, the vacancy shall be filled by the majority vote of the Board members present at the meeting. Such a decision may be tabled for no more than two meetings.

#### ARTICLE VI-DUTIES OF OFFICERS AND DIRECTORS

Section 1. PRESIDENT – The President shall be Chairman of the BOD and shall preside at all meetings of the Association and of the BOD. The President shall preserve order and shall decide all points of order that may arise subject to appeal. A majority of all members present shall be required to

reverse his/her decision. He/She shall have the general powers and duties of supervision usually vested in the president of a corporation and shall rule on all protests and disputes. He/She shall sign all contracts and other documents authorized by the laws of the State of Virginia, as well as receive all communications from the Association's bank. He/She shall make an annual report to the Association and to the BOD at the December Membership Meeting.

Section 2. VICE PRESIDENT – The Vice President shall preside at any meeting of the Association or BOD in the absence of the President. The Vice President will coordinate fundraising activities for all sports. The Vice President shall review and reconcile bank statements and review financial reports. The Vice President shall assist the President and BOD in other capacities as needed.

Section 3. SECRETARY – The Secretary shall keep accurate and legible record of all meetings and proceedings of the Association and of such correspondence as may be authorized by the Association or the BOD. He/She shall send out written notices (email shall serve as written notice) or telephone notice for all Board Meetings at least five (5) days prior to such meetings. He/She shall have copies of minutes of each meeting available at the following meeting (or at member's request). He/She shall be custodian of all papers and documents incident to proper and effective management of the Association- past and present-and shall turn same over in complete order to his/her successor.

Section 4. TREASURER – The Treasurer shall receive and deposit, in a timely manner all money coming into accounts of the Association and keep a true and accurate record thereof. He/She shall make payment when authorized by an official of the Association, who has authority to make such expenditures, or by action of the BOD. All payments must be made by check, and checks drawn on the funds of the Association shall be signed by the Treasurer or the President; statements for all Association accounts shall be sent directly to the President then forwarded to the Treasurer for reconciliation. The Treasurer shall make an accurate reporting of Association funds at each Board meeting and file all reports or returns as required by law. The Treasurer's records and ledgers shall, at all times, be subject and available to an audit by the BOD.

Section 5. COMMUNICATIONS DIRECTOR – The Communications Director will be responsible for maintaining the website and mass communications through social media (via FaceBook, Twitter, etc.) as designated by the board.

Section 6. SPECIAL EVENTS DIRECTOR – The Special Events Director will be responsible for coordination of GAA annual pep rally, Homecoming Parade and any other association wide activities or events. Director will maintain contact with county officials to coordinate use of public space or facilities. Director will complete paperwork for use and required permits as necessary.

Section 7. CONCESSIONS DIRECTOR – The Concessions director will be responsible for managing concessions operations during football/cheerleading season as well as any other sporting events. The Director will complete paperwork for concessions permits, manage all purchases, coordinate drink donations by sport and work with sports directors to manage a parent duty schedule for set up, sales coverage and tear down.

Section 7. SPORTS DIRECTORS – Directors of individual sports shall be responsible for the administration and oversight of their sport, with particular attention to the goals of providing a positive and enjoyable experience for the participants. Specific duties shall include:

- Attending and participating in meetings of the applicable governing bodies and sports associations. Acting as the Association Voting Rep as required and necessary.
- Preparing and responsibly administering the program budget, including the submission, for approval by the Board, of a pre-season plan which includes proposed fees and expenses.
- Promoting registration periods and attracting youth to the program, to include gaining proper approval for all promotions and distributions.
- Accepting registration funds and transferring them to the Treasurer in a timely manner.
- Recruiting , training, and managing a capable staff of coaches.
- Appointing coaches and organizing teams following registration.
- Securing Codes of Conduct from all coaches, participants, and parents transferring them to the Board.
- Assessing equipment needs and purchasing the proper equipment owned by the Association.
- Working with necessary authorities to secure adequate and safe practice facilities and game sites.
- Handling of complaints or disputes (which are to be requested in writing). Notifying the Board of resolution or forwarding appeals to the Board for disposition.
- Updating the Board of all activities. Advising the Board of any problems or concerns. Providing the Board a report summarizing the season.
- And primarily – administering a program that strives to provide the best possible facilities, equipment and coaching for the most participants – encourages adherence to the rules and consistency in management – promotes equal and fair playing opportunities and team placement – insists on good sportsmanship – and places the well-being of the child and the Association over the satisfaction or success of any individual or team.

Section 8. BENEFITS – In appreciation of the time and effort expended as Board Member, registration fees for one sport shall be waived for one child per Board Member or Director per year.

#### ARTICLE VII – MANAGEMENT OF PROPERTY

Section 1. The BOD shall manage, direct and control all property of the Association.

#### ARTICLE VII – FISCAL YEAR

Section 1. The Association’s fiscal year shall begin with the first day of January and end on the last day of December.

#### ARTICLE IX – MEETINGS

Section 1. A regular meeting of the Association will be held once per year, in December, at a time and place designated by the BOD for the purpose of electing the Executive Committee and providing an opportunity for the membership to address the Board. Notice shall be served to the membership at least ten (10) days prior to such meeting and shall include information about the candidates for election.

Section 2. The BOD shall meet once a month or as needed at a time and place designated by the Board at the previous meeting.

Section 3. The President shall call special meetings of the full membership of the Association as the need arises, subject to the prior approval of the BOD. Notice of said special meeting shall be published to all members ten (10) days prior to the meeting.

Section 4. Distribution of e-mail, newsletter publication and/or website posting shall serve as notice to the general Membership.

#### ARTICLE X – QUORUM AND PROXIES

Section 1. Seven (7) members of the BOD shall serve as a Board quorum.

Section 2. Business, other than elections or by-law revisions, at a meeting of the entire Association shall be conducted by majority vote when necessary. A quorum at such meetings shall consist of the membership present, including the Directors and Board members.

Section 3. At any general membership meeting, each member family shall be entitled to one (1) vote.

Section 4. Proxy votes may be exercised by the President only, as outlined in Article V, Section 3, during elections. Directors or Board members may submit a proxy vote. Directors or Board members may submit a proxy vote on any matter to be decided at a Board meeting, provided such proxy clearly states the individual's position and the meeting date and is presented in writing (e-mail shall suffice) to the presiding officer prior to the meeting. No proxy shall extend beyond the meeting date referenced.

#### ARTICLE XI – RESTRICTIONS

Section 1. This Association shall be non-partisan, non-sectarian and shall wholly abstain from any political or labor affiliation or endorsement for public office.

Section 2. An elected Board member may dually serve as a Sports Director. In such a situation, the individual will have no voting interest as a Sports Director.

Section 3. No Board member shall have no more than one other immediate family member (defined to include parents, brothers, sisters, children, father-in-law, mother-in-law, sister-in-law, brother-in-law and any other relatives who are financially supported) on the same BOD.

#### ARTICLE XII – LIQUIDATION AND DISTRIBUTION OF ASSETS

Section 1. In case of dissolution of the Association and the liquidation of its affairs, any money or other assets remaining after payment of all obligations shall be distributed equally among the members that are in good standing at the time of liquidation.

#### ARTICLE XII – RULES OF ORDER

Section 1. The rules contained in “Robert’s Rules of Order” shall govern the Association on all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the Association.

#### ARTICLE XIV – AMENDMENTS

Section 1. These By-Laws, or any portions thereof, may be submitted in writing (e-mail shall suffice) to the President, who will in turn, provide written notice to the BOD within seven (7) days of receipt of the proposal. Proposal will be voted upon at the next meeting, Board or membership, which affords the Board seven(7) days to consider the proposal.

- A. At a Board meeting, proposed amendments to the By-Laws shall require approval of nine (9) Board members.
- B. At a general Association meeting, proposed amendments to the By-Laws shall require approval of 2/3 of the membership present.

Any approved changes to these By-Laws shall become effective immediately. In the event of a conflict between the By-Laws and Articles of Incorporation, the Articles shall take precedence.