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MCLEAN YOUTH ATHLETICS, INC. BYLAWS

ARTICLE I - NAME, PURPOSE, ORGANIZATION, AND MEMBERSHIP

Sec. 1: The name of the Corporation is McLean Youth Athletics, Inc. (hereinafter referred to as "MYA").

Sec. 2: MYA is a non-stock membership corporation organized under the laws of the Commonwealth of Virginia and tax-exempt under the Regulations of the Internal Revenue Service.

Sec. 3: The purpose of MYA is to sponsor youth sport programs in the McLean, Virginia area.

Sec. 4: MYA youth sport programs shall either be organized, promoted, regulated, and administered by:

- a. MYA directly (hereafter referred to as "Sport Programs") or
- b. A tax exempt non-stock membership corporation separately organized under the laws of the Commonwealth of Virginia for the sole purpose of organizing, promoting, regulating, and administering a youth sport program in the McLean, Virginia area (hereinafter referred to as a "Program Entity")

Sec. 5: Registrants of a Program Entity in good standing are entitled to be treated in all respects identically to registrants in Sport Programs.

Sec. 6: Family Membership: The parents or legal guardians of registrants in Sport Programs or in a Program Entity in good standing, are Members of MYA and they are entitled to one (1) vote per registrant (or registrants if the parents or legal guardians have more than one registrant in a Sport Program or Program Entity) at all MYA Annual or Special Membership Meetings for one (1) year from the date of their child's last registration. Voting by proxy is not permitted.

Sec. 7: General Membership: Any adult, at least eighteen (18 years of age), who: is participating in a Sport Program or Program Entity (including, but not limited to: coaches, assistant coaches, referees, and members of the Boards of Sports Programs and Program Entities), and members of the MYA Board of Directors; and is not already entitled to a vote under the Family Membership qualifications, is considered a full voting member of this organization entitled to one (1) vote. Voting by proxy is not permitted.

ARTICLE II - FINANCE

Sec. 1: The fiscal year of MYA shall begin on Feb 1 of each year and end on January 31 of the following year.

Sec. 2: The President of MYA shall present for approval the fiscal year budget for MYA at the meeting of the MYA Board of Directors immediately preceding the Annual Membership Meeting.

Sec. 3: The President of MYA shall present a financial report for MYA for the previous fiscal year and the budget for MYA for the current fiscal year, as approved by the MYA Board of Directors, at the Annual Membership Meeting.

Sec. 4: Program Entities shall provide, for the purpose of verifying appropriate financial practices, a financial report annually to the MYA Board of Directors with revenues and expenses for the Program Entity's last program year and projected revenues and expenses of the Program Entity for the current program year.

Sec. 5: Expenditures: Except as specified below, no expenditures by a Sport Program shall be in excess of 110% of the Sport Program's budget that was approved by the MYA Board of Directors.

- a. Expenditures in excess of 110% of the approved budget of a Sport Program shall be approved in advance by the MYA Board of Directors or by the MYA Executive Committee.
- b. With the exception of Sport Programs that maintain separate bank accounts, expenditures for a budgeted line item of a Sport Program's budget shall not exceed one hundred and twenty percent (120%) of a budgeted amount. Expenditures in excess of 120% of a budgeted amount shall be approved in advance by the MYA Board of Directors or by the MYA Executive Committee.

Sec. 6: A committee chaired by the MYA 1st Vice President (Audit Committee) shall review the prior year accounts of MYA and the chairperson of the Audit Committee shall make a report at the Annual Membership Meeting on the findings of the Audit Committee's review. The MYA Treasurer shall not serve as a member of the Audit Committee.

Sec. 7: Funds of MYA in excess of three thousand dollars (\$3,000) may be withdrawn from the bank(s) with which they are on deposit only on any two of the signatures of the: Treasurer, the President, the 1st Vice President, or the immediate Past President. Funds of MYA of three thousand dollars (\$3,000) or less may be withdrawn from the bank(s) on the signature of either the Treasurer or the President. These requirements do not apply to disbursements by a Sport Program if the disbursements are within the Sport Program's approved budget.

ARTICLE III - GOVERNANCE

Sec. 1: The governance of MYA shall be vested in the MYA Board of Directors.

Sec. 2: The Board of Directors of MYA shall consist of the chairpersons of Sport Programs in good standing or their appointed representatives, the chairpersons of Program Entities in good standing or their appointed representatives, the six elected officers (the President, the two Vice-Presidents, the Treasurer, the Secretary, and the Historian), at least five Directors-at-Large, and the immediate Past President. At the Annual Membership Meeting, up to three additional Directors-at-Large may be added to the MYA Board of Directors if approved by a majority of the Members present at the Annual Membership Meeting.

Sec. 3: Each member of the MYA Board of Directors shall be entitled to one (1) vote except as specified in Sec. 9 of Article III GOVERNANCE or Sec. 6 of ARTICLE VI MEETINGS.

Sec. 4: The MYA Board of Directors is responsible for managing MYA's affairs.

Sec. 5: There shall be an Executive Committee of the MYA Board of Directors that shall consist of the President, the 1st Vice President, the Secretary, and the Treasurer.

Sec. 6: The MYA Executive Committee of the MYA Board of Directors may address issues that arise between meetings of the MYA Board of Directors and is authorized to act on behalf of MYA outside of scheduled meetings of the MYA Board of Directors. The President shall report all actions taken by the MYA Executive Committee to the MYA Board of Directors at the next meeting of the MYA Board of Directors. Actions taken by the MYA Executive Committee shall be binding unless rejected by a majority vote of the MYA Board of Directors present at the next meeting of the MYA Board of Directors.

Sec. 7: The MYA Board of Directors shall approve the chairpersons of Sport Programs.

Sec. 8: The President or MYA Executive Committee, by written resolution, may declare for due cause, including failure to pay required fees, that a Sport Program or Program Entity is not in good standing.

- a. Within ten days of the declaration that a Sport Program or Program Entity is not in good standing, the President shall notify in writing the Sport Program or Program Entity in question and the MYA Board of Directors:
 - i. That the Sport Program or Program Entity has been declared to not be in good standing;
 - ii. The basis for the declaration; and
 - iii. The date of the meeting where the declaration is to be presented to the MYA Board of Directors for ratification.
- b. When a Sport Program or Program Entity has been declared to not be in good standing the following procedure shall be used to ratify the declaration:
 - i. At the next meeting of the MYA Board of Directors or at a Special Meeting of the MYA Board of Directors called by the President to ratify the declaration, the President shall present the declaration to the MYA Board of Directors for ratification.
 - ii. Approval of the written resolution declaring that the Sport Program or Program Entity is not in good standing shall be by a vote of at least a two-thirds of the MYA Board of Directors present.
 - iii. If the resolution is not ratified by the MYA Board of Directors, the Sport Program or Program Entity shall revert to being in good standing.

Sec. 9: A Sport Program or Sport Entity that has been declared by the MYA Board of Directors to not be in good standing may not vote on any MYA matters. Nor shall it participate in any MYA activities except activities specifically authorized by the MYA Board of Directors.

Sec. 10: Once a declaration that a Sport Program is not in good standing has been approved by the MYA Board of Directors, the Sport Program may be terminated by a two-thirds vote of the MYA Board of Directors at a subsequent meeting of the MYA Board of Directors. The remaining fund balance of the Sport Program shall revert to the MYA General Fund.

Sec. 11: Once a declaration that a Sport Entity is not in good standing has been approved by the MYA Board of Directors, the association between the Sport Entity and MYA may be terminated by a two-thirds vote of the MYA Board of Directors at a subsequent meeting of the MYA Board of Directors.

Sec. 12: A Sport Program or Program Entity declared to not being in good standing may at any time resolve the causes specified in the declaration and may then request that the MYA Board of Directors reinstate it to being in good standing.

ARTICLE IV - VOTING

Sec. 1: Voting power of the membership is vested in the Family and General Membership, as indicated under Article I of these Bylaws.

Sec. 2: Election of the MYA Board of Directors shall be by majority vote of the MYA Members present at the Annual Membership Meeting of MYA.

Sec. 3: Voting by Proxy is not permitted.

ARTICLE V - ELECTIONS

Sec. 1: Not less than ninety (90) days prior to the Annual Membership Meeting, the President shall appoint an Election Committee consisting of the 2nd Vice President (Committee Chair) and not less than two (2) Members of the MYA Board of Directors. The members of the Election Committee shall be approved by the MYA Board of Directors at the next meeting of the MYA Board of Directors.

Sec. 2: The Election Committee shall, not less than ten (10) days prior to the Annual Membership Meeting, notify the Members of MYA, by public notice in the local newspaper and by a notice on the MYA website, the names of candidates proposed for election to the MYA Board of Directors.

Sec. 3: The names of additional candidates for election to the MYA Board of Directors may be placed in nomination by any MYA Member, from the floor, at the annual meeting.

Sec. 4: The Chairperson of the Election Committee shall preside over the election portion of the Annual Membership Meeting.

Sec. 5: Members of the Election Committee are permitted to be candidates for elected positions.

Sec. 6: Subject to Section 10 of this Article, Chairpersons of Sport Programs or Program Entities shall not be the President of MYA.

Sec. 7: The President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, Historian and Directors-at-Large shall be elected at the Annual Membership Meeting and shall serve for a two (2) year term. The election of these positions shall be on a staggered basis as follows:

- a. For odd calendar years, the President, 2nd Vice President, Historian and one half of the Directors-at-Large.
- b. For even calendar years, the 1st Vice President, Secretary, Treasurer and one half of the Directors-at-Large will be elected.

Sec. 8: The chairpersons of the MYA Sport Programs or their appointed representatives and the chairpersons of Program Entities or their appointed representatives shall be introduced to the Members of MYA present at the Annual Membership Meeting.

Sec. 9: Newly elected members of the MYA Board of Directors shall take office in March at the close of the Annual Membership Meeting.

Sec. 10: Vacancies on the MYA Board of Directors shall be filled within a reasonable time by the President, subject to the approval of the MYA Board of Directors. Such appointees shall serve the remainder of the term of the individual being replaced. A vacancy in the office of President shall be filled by the 1st Vice President. If the 1st Vice President is the Chairperson of a Sport Program or Program Entity, the 1st Vice President may only serve as President until the next Annual Membership Meeting. At the next Annual Membership Meeting a President who is not a Chairperson of a Sport Program or Program Entity shall be elected.

Sec. 11: A vacancy in the office of President because of illness or prolonged absence may be declared by a two-thirds (2/3) vote of the MYA Board of Directors at a duly-called meeting.

ARTICLE VI - MEETINGS

Sec. 1: An Annual Membership Meeting of MYA shall be held during March of each year. The purpose of the Annual Membership Meeting shall be to conduct elections of the MYA Board of Directors and to conduct other matters of interest to the MYA Membership. At least ten (10) days prior to the date established by the MYA Board of Directors for the Annual Membership Meeting, the Members of MYA shall be notified by public notice in the local newspaper.

Sec. 2: Meetings of the MYA Board of Directors shall be held January, May, September and November. In addition, the President may call Special Meetings of the MYA Board of Directors on a more frequent basis as deemed necessary.

Sec. 3: Special Meetings of the MYA Board of Directors may also be called by at least three (3) members of the MYA Board of Directors.

Sec. 4: Meetings of the MYA Board of Directors shall be held at such time and place as designated by the President.

Sec. 5: Official decisions of the MYA Board of Directors shall only be taken where there is a quorum of the MYA Board of Directors present. Fifty percent of the MYA Board of Directors authorized to vote at meetings of the Board of Directors shall constitute a quorum.

Sec. 6: Any Officer or Director that has missed two MYA Board of Directors meetings between two MYA Annual Meetings shall automatically lose their right to vote at subsequent meetings of the MYA Board of Directors.

Sec. 7: An Officer or Director that has lost their right to vote at MYA Board of Directors meetings, as a result of missing two meetings of the MYA Board of Directors between two MYA Annual Meetings, may regain their right to vote at meetings of the MYA Board of Directors if a majority of the MYA Board of Directors authorized to vote at meetings of the Board of Directors votes to approve a motion to restore the Officer or Director's right to vote at subsequent meetings of the MYA Board of Directors.

Sec. 8: The President may call meetings of the MYA Executive Committee. Meetings of the MYA Executive Committee shall be at the discretion of the President and shall be held at such time and place as designated by the President.

Sec. 9: Special Meetings of the MYA Membership may be called by the President, a majority of the MYA Board of Directors, or a written petition of at least seventy-five (75) Members of MYA. Notice of such meetings shall be given as stated in Section 1, ARTICLE VI, above.

ARTICLE VII - DUTIES OF OFFICERS AND DIRECTORS

Sec. 1: The President shall:

- a. Preside at all Membership Meetings, at meetings of the MYA Board of Directors, and meetings of the MYA Executive Committee and be responsible for establishing the agenda for such meetings.
- b. Assign duties to the members of the MYA Executive Committee.
- c. Appoint such committees as may be necessary to carry out MYA's activities and designate chairpersons of such committees.
- d. Be an ex-officio member of all committees.
- e. Represent MYA to all other organizations.

Sec. 2: The 1st Vice-President shall:

- a. Serve as assistant to the President.
- b. Preside at MYA Board of Director meetings in the absence of the President.
- c. In the event of a vacancy in the office of the President as determined by the MYA Board of Directors in accordance with ARTICLE V, Sec. 10, perform all duties of the President, and assume all responsibilities and authority of the President for the remainder of the term.
- d. Serve as the chairperson of the Audit Committee.
- e. Perform other duties as assigned by the President.

Sec. 3: The 2nd Vice-President shall:

- a. Serve as the chairperson of the Election Committee.
- b. Be responsible for planning, organizing, and conducting all fund-raising activities of MYA.
- c. Deposit all proceeds from fund-raising activities with the Treasurer.
- d. Undertake outreach activities with MYA Members, local government officials, and other youth sports organizations to assist MYA in accomplishing its objectives.
- e. Perform other duties as assigned by the President.

Sec. 4: The Treasurer shall:

- a. Be responsible for keeping the financial books for MYA.
- b. Be responsible for the oversight of the finances of each MYA Sports Program.
- c. Prepare an annual budget for MYA for approval by the MYA Board of Directors at the MYA Board of Directors meeting prior to the Annual Membership Meeting.
- d. Disburse funds in accordance with ARTICLE II, Sec. 3. and collect and deposit all funds of MYA.
- e. Report on the finances of MYA and of each MYA Sport Program at the Annual Membership Meeting and at each MYA Board of Directors meeting.
- f. Prepare and file all required tax returns.
- g. Subject to the approval of the President, appoint assistants as required to help conduct this office.
- h. Perform other duties as assigned by the President.

Sec. 5: The Secretary shall:

- a. Be responsible for accurately recording and maintaining the minutes of all membership and MYA Board of Directors meetings.
- b. Be responsible for preparing and maintaining all correspondence of MYA, as assigned by the President.
- c. Be responsible for maintaining files of: (i) legal documents of MYA; (ii) minutes of all membership, Board of Director, and MYA Executive Committee meetings; and (iii) all correspondence of MYA.
- d. Be responsible for the publication of all notices and announcements and the reproduction thereof, including in the local press and on the MYA website.
- e. Assist the historian in maintaining records of MYA and of the activities of MYA Sports Programs.
- f. Prepare and file all necessary Corporation papers.
- g. Perform other duties as assigned by the President.

Sec. 6: The Historian shall:

- a. Be responsible for recording and retaining important information, including written documents, participant enrollment, articles, and photographs of MYA Sport Programs and Program Entities.
- b. Be responsible for organizing and maintaining files of information related to the activities of individual Sport Programs, Program Entities, and MYA.
- c. Serve on the committees responsible for marketing and public relations and provide organization records and information to help these

committees further their purpose.

- d. Serve as Parliamentarian at Board of Director meetings, Annual Membership meetings, Special Membership meetings, and special meetings of the MYA Board of Directors.
- e. Perform other duties as assigned by the President.

Sec. 7: The Directors-at-Large shall:

- a. Assist the officers of MYA in managing the activities of MYA.
- b. Serve as chairpersons or members of special activities and committees as appointed by the President.
- c. Perform other duties as assigned by the President.

Sec. 8: The Sport Program Chairpersons shall:

- a. Be responsible for the compliance of their Sport Program with these By Laws and the decisions of the MYA Board of Directors.
- b. Be responsible for ensuring that their Sport Program is in compliance with all Fairfax County requirements regarding the use of County facilities.
- c. Prior to the beginning of competitive play in any program, or no later than the next MYA Board of Directors meeting, submit to the MYA Board of Directors a list of commissioners and other officers of their Sport Program.
- d. Prepare the budget of their Sport Program and set the registration fee for the program. The budget and registration fee for the program shall be presented to and approved by the MYA Board of Directors prior to the beginning of registration for the Sport Program.
- e. Establish and maintain a program to ensure the all coaches and assistant coaches in their Sport Program have not been involved in past actions that could place Sport Program participants at risk.
- f. Ensure that MYA's current Code of Conduct, or a Code of Conduct that has been enacted by the Sport Program that incorporates all of the criteria of the MYA Code of Conduct, is observed and adhered to by all participants in their Sport Program.
- g. Ensure that the Sport Program investigates all complaints and accusations of violations of the MYA Code of Conduct and shall ensure that appropriate actions are taken to address violations of the MYA Code of Conduct.
- h. Ensure that all disciplinary actions resulting from violations of the MYA Code of Conduct are reported to the MYA Sportsmanship Committee and to the MYA Board of Directors.
- i. Conduct the overall activities of the particular Sport Program.

Sec. 9: The Chairpersons of Program Entities shall:

- a. Be responsible for the compliance of their Program Entity with these By Laws and the decisions of the MYA Board of Directors.
- b. Be responsible for ensuring that their Program Entity is in compliance with all Fairfax County requirements regarding the use of County facilities.
- c. Prior to the beginning of competitive play in any program, or no later than the next MYA Board of Directors meeting, submit to the MYA Board of Directors a list of commissioners and other officers of their Program Entity.
- d. Provide a financial report annually to the MYA Board of Directors with revenues and expenses for the Program Entity's last program year and projected revenues and expenses of the Program Entity for the current program year
- e. Establish and maintain a program to ensure the all coaches and assistant coaches in their Program Entity have not been involved in past actions that could place Program Entity participants at risk.
- f. Ensure that MYA's current Code of Conduct, or a Code of Conduct that has been enacted by the Program Entity that incorporates all of the criteria of the MYA Code of Conduct, is observed and adhered to by all participants in their Program Entity.
- g. Ensure that their Program Entity investigates all complaints and accusations of violations of the Code of Conduct and shall ensure that appropriate actions are taken to address violations of the Code of Conduct.
- h. Ensure that all disciplinary actions resulting from violations of the MYA Code of Conduct are reported to the MYA Sportsmanship Committee and to the MYA Board of Directors.
- i. Conduct the overall activities of the particular Program Entity.

ARTICLE VIII - REMOVAL FROM OFFICE

Sec. 1: Any Officer or Director who misses two (2) regular meetings of the MYA Board of Directors during any period of nine consecutive months may be relieved of his office or directorship and, if relieved, shall be replaced as provided in ARTICLE V, Sec. 9.

Sec. 2: If it is called to the attention of the Board that it would be in the best interest of MYA that a member of the MYA Board of Directors be removed from office, he/she may be removed by the following procedure:

- a. Notification in writing to the Board member in question of pending action concerning his/her removal at least ten (10) days prior to initial consideration by the MYA Board of Directors.
- b. For due cause and by a vote of at least two-thirds (2/3) of all of the MYA Board of Directors, the MYA Board of Directors may remove such Board member.

ARTICLE IX - STANDING COMMITTEES

Sec. 1: Standing Committees may be established by the President with the approval of the MYA Board of Directors.

ARTICLE X - RULES OF ORDER

Sec. 1: Roberts Rules of Order, Revised, governs the proceedings of all meetings of MYA and its constituent parts, except as provided by these Bylaws.

ARTICLE XI - DELEGATIONS

Sec. 1: Delegations or special committees, as necessary, may be appointed by the President to represent MYA at any convention or meeting, subject to the approval of the MYA Board of Directors. Such delegations are free to vote on all matters unless specified and so instructed by the MYA Board of Directors.

ARTICLE XII – INDEMNIFICATION

Sec. 1: MYA shall indemnify any and all current and former MYA Board Members, Board Members of Sport Programs, Board Members of Program Entities acting on behalf of MYA, and any Person who has acted on behalf of MYA or at the direction of an Officer or Director of MYA.

Sec. 2: MYA shall maintain appropriate Directors and Officers liability insurance coverage in an amount of not less than \$1,000,000.

Sec. 3: In order to qualify for this indemnification, any such Officer, Director, or Person shall notify the MYA Board of Directors promptly after he/she becomes aware of any action, suit, or proceeding related to MYA, a Sport Program, or a Program Entity in which he/she may be or has been made a party.

ARTICLE XIII - AMENDMENTS

Sec. 1: These Bylaws may be amended by a two-thirds (2/3) vote of the Members of MYA present at any Annual or Special Membership meeting, provided that the Members of MYA are notified by public notice in the local newspaper and by a notice on the MYA website e at least ten (10) days prior to a meeting at which the amendment(s) is to be read and acted upon.

ARTICLE XIV - POLICIES

Sec. 1: The policies of MYA establishing rules and procedures for the conduct of the affairs of MYA upon matters not inconsistent with these Bylaws may be adopted by a majority vote of the MYA Board of Directors.

ARTICLE XV - DISSOLUTION

In the event that MYA decides to cease operation and dissolve:

Sec. 1: The dissolution must be approved by a two-thirds (2/3) or more vote of the Members of MYA present at any Annual or Special Membership Meeting, provided that the Members of MYA shall be given written notice of the proposed dissolution at least ten (10) days prior to the meeting at which the dissolution shall be acted upon. Publication of a general notice of proposed dissolution in the local press constitutes adequate notice.

Sec. 2: Upon dissolution of MYA, no Board of Director or Member of MYA shall be permitted to benefit by receiving any asset of MYA. All such remaining assets shall be distributed to successor or similar organizations, the decision of the MYA Board of Directors being final in determining to which such organizations.