

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 sports programs in the McLean, Virginia area.
- Sec. 4: MYA youth sports programs will be organized, promoted, regulated, and administered either by:
- a. MYA directly (hereafter referred to as "Type 1 Sports Programs") or
 - b. A tax exempt non-stock membership corporation separately organized under the laws of the Commonwealth of Virginia for the purpose of organizing, promoting, regulating, and administering a youth sport program in the McLean, Virginia area (hereinafter referred to as a "Type 2 Sports Programs").
- Sec. 5: Type 1 and Type 2 Sports Programs are collectively referred to as "Sports Programs." All Sports Programs share the same rights and responsibilities under these by-laws, except where specifically stated.
- Sec. 6: Membership.
- a. The following are members of McLean Youth Athletics:
 - i. Adults, at least eighteen (18) years of age, who have participated in a Sports Program as a player, coach, assistant coach, or referee;
 - ii. Parents and guardians of minors who have participated in a Sports Program as a player, coach, assistant coach, or referee;
 - iii. Members of the Boards of a Sports Program; and
 - iv. Members of the MYA Board of Directors.
 - b. Individuals retain membership for one year from the date of their or their child's last registration.

ARTICLE II - VOTING

- Sec. 1: Voting power of the membership is vested in the General Membership, as indicated under Article I of these Bylaws.
- Sec. 2: Members of McLean Youth Athletics are entitled to one vote at all MYA Annual or Special Membership Meetings.
- Sec. 3: Election of the MYA Board of Directors will be by majority vote of the MYA Members present at the Annual Membership Meeting of MYA.
- Sec. 4: Voting by Proxy is not permitted.

ARTICLE III - FINANCE

- Sec. 1: The fiscal year of MYA will begin on January 1st of each year and end on December 31st of the same year.
- Sec. 2: The President of MYA will present for approval the fiscal year budget for MYA at the first meeting of the MYA Board of Directors in each fiscal year.
- Sec. 3: The President of MYA will present a financial report for MYA for the end of the current fiscal year at the Annual Membership Meeting.
- Sec. 4: Sports Programs will 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 Sports Program's last program year and projected revenues and expenses of the Sports Program for the current program year. The President of MYA may require a Sports Program to provide its current budget when deemed necessary.
- Sec. 5: A committee chaired by the MYA 1st Vice President (Audit Committee) will review the prior year accounts of MYA and the chairperson of the Audit Committee will make a report at the first meeting of the MYA Board of Directors each fiscal year. The MYA Treasurer will not serve as a member of the Audit Committee.
- Sec. 6: The expenditure of in excess of three thousand dollars (\$3,000) of MYA funds requires the authorization of at least two members of the Executive Committee. The expenditure of MYA funds of three thousand dollars (\$3,000) or less requires the authorization of either the Treasurer or the President. These requirements do not apply to disbursements by a Sports Program if the disbursements are within the Sports Program's approved budget.

ARTICLE IV - GOVERNANCE

- Sec. 1: The governance of MYA is vested in the MYA Board of Directors.
- Sec. 2: The Board of Directors of MYA will consist of the chairpersons of the Sports Programs in good standing or their appointed representatives, the five elected officers (the President, the two Vice-Presidents, the Treasurer, and the Secretary), at least five Directors-at-Large. 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 will be entitled to one (1) vote except as specified in Sec. 9 of Article IV 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 will be an Executive Committee of the MYA Board of Directors that consists of the five elected officers.
- Sec. 6: The MYA Executive Committee 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 will 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 will 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 may approve positions on the Board for youth representation. Such positions may be at large or may be identified for specific skills or attributes. To the extent possible, each of the high schools within the McLean area will be represented through youth positions on the MYA Board of Directors.
- Sec. 8: The MYA Board of Directors will approve the chairpersons of the Sports Programs.

ARTICLE V - ELECTIONS

- Sec. 1: Not less than ninety (90) days prior to the Annual Membership Meeting, the President will 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 will be approved by the MYA Board of Directors at the next meeting of the MYA Board of Directors.
- Sec. 2: The Election Committee will, not less than ten (10) days prior to the Annual Membership Meeting, notify the Members of MYA of 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 will 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: Chairpersons of Sports Programs will not also be the President of MYA.
- Sec. 7: The President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, and Directors-at-Large will be elected at the Annual Membership Meeting and will serve for a two (2) year term. The election of these positions will be on a staggered basis as follows:
- a. For odd calendar years, the President, 2nd Vice President, Secretary and one half of the Directors-at-Large.
 - b. For even calendar years, the 1st Vice President, Treasurer and one half of the Directors-at-Large will be elected.
- Sec. 8: Youth members of the MYA Board of Directors will serve for one fiscal year.
- Sec. 9: The chairpersons of the MYA Sport Programs or their appointed representatives will be introduced to the Members of MYA present at the Annual Membership Meeting.
- Sec. 10: Newly elected members of the MYA Board of Directors will take office in May at the close of the Annual Membership Meeting.
- Sec. 11: Vacancies on the MYA Board of Directors will be filled within a reasonable time by the President, subject to the approval of the MYA Board of Directors. Such appointees will serve the remainder of the term of the individual being replaced. A vacancy in the office of President will be filled by the 1st Vice President. If the 1st Vice President is the Chairperson of a Sports Program, the 1st Vice President may only serve as President until the next meeting of the MYA Board of Directors or Annual Membership Meeting, whichever comes first. At the next meeting of the MYA Board of Directors or Annual Membership Meeting a President who is not a Chairperson of a Sports Program will be elected.
- Sec. 12: 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 will be held during May of each year. The purpose of the Annual Membership Meeting will 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 will be notified.
- Sec. 2: The dates of meetings of the MYA Board of Directors in January, March, September and November. In addition, the Executive Committee 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 will be held at such time and place as designated by the President.
- Sec. 5: Official decisions of the MYA Board of Directors will 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 will constitute a quorum.
- Sec. 6: Any Officer or Director that has missed two MYA Board of Directors meetings between two MYA Annual Meetings will 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 will be at the discretion of the President and will be held at such time and place and in such manner as designated by the President.
- Sec. 9: Special Meetings of the MYA Membership may be called by the Executive Committee, 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 will be given as stated in Section 1, ARTICLE VI, above.

ARTICLE VII - DUTIES OF OFFICERS AND DIRECTORS

- Sec. 1: The President will:
- 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 will:

- 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. 12, 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 will:

- 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 will:

- 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 III, Sec. 6. and collect and deposit all funds of MYA.
- e. Report on the finances of MYA and of each MYA Sports Program at the Annual Membership Meeting and at each MYA Board of Directors meeting, as appropriate.
- 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 will:

- 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 on the MYA website.
- e. Prepare and file all necessary Corporation papers.
- f. Perform other duties as assigned by the President.

Sec. 6: The Directors-at-Large will:

- 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. 7: The Sports Program Chairpersons will:

- a. Be responsible for the compliance of their Sports Program with these By Laws and the decisions of the MYA Board of Directors.
- b. Be responsible for ensuring that their Sports Program is in compliance with all Fairfax County requirements regarding the use of County facilities.
- c. Prepare the budget of their Sports Program and set the registration fee for the program. The budget and registration fee for the program

will be presented to and approved by the MYA Board of Directors prior to the beginning of registration for the Sports Program.

- d. Establish and maintain a background-check program for all coaches, assistant coaches, and other adults who interact with children on behalf of the program.
- e. Ensure that MYA's current Code of Conduct, or a Code of Conduct that has been enacted by the Sports Program that incorporates all of the criteria of the MYA Code of Conduct, is observed and adhered to by all participants in their Sports Program.
- f. Ensure that the Sports Program investigates all complaints and accusations of violations of the MYA Code of Conduct and will ensure that appropriate actions are taken to address violations of the MYA Code of Conduct.
- g. 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.
- h. Conduct the overall activities of the Sports Program.

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, will be replaced as provided in ARTICLE V, Sec. 11.
- 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 – GOOD STANDING

- Sec. 1: The President or MYA Executive Committee may declare for due cause, including failure to pay required fees, that a Sports Program is not in good standing.
- a. Within ten days of the declaration that a Sports Program is not in good standing, the President will notify in writing the Sports Program in question and the MYA Board of Directors:
 - i. That the Sports 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 Sports Program has been declared to not be in good standing the following procedure will 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 will present the declaration to the MYA Board of Directors for ratification.
 - ii. Approval of the written resolution declaring that the Sports Program or Program Entity is not in good standing will be by a vote of at least two-thirds of the MYA Board of Directors present.
 - iii. If the resolution is not ratified by the MYA Board of Directors, the Sports Program or Program Entity will revert to being in good standing.
- Sec. 2: A Sports Program that has been declared by the MYA Board of Directors to not be in good standing may not vote on any MYA matters. Nor will it participate in any MYA activities except activities specifically authorized by the MYA Board of Directors.
- Sec. 3: Once a declaration that a Sports Program is not in good standing has been approved by the MYA Board of Directors, the Sports 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 Sports Program will revert to the MYA General Fund.
- Sec. 4: A Sports Program 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 XI - 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 XII - 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 XIII – INDEMNIFICATION

Sec. 1: MYA will indemnify any and all current and former MYA Board Members, Board Members of Sports 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 will 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 will notify the MYA Board of Directors promptly after he/she becomes aware of any action, suit, or proceeding related to MYA, a Sports Program, or a Program Entity in which he/she may be or has been made a party.

ARTICLE XIV - 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.

Sec. 2: These Bylaws may also be amended by a two-thirds vote of the MYA Board of Directors.

ARTICLE XV - 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 XVI - 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 will be given written notice of the proposed dissolution at least ten (10) days prior to the meeting at which the dissolution will 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 will be permitted to benefit by receiving any asset of MYA. All such remaining assets will be distributed to successor or similar organizations, the decision of the MYA Board of Directors being final in determining to which such organizations.