



2022

BYLAWS Of South Walton Youth Football, Cheer and FLAG

INTRODUCTION

1. These bylaws constitute the code of rules adopted by South Walton Youth Football for the regulation and management of its affairs.

MEMBERSHIP

1. The Corporation shall have no “members” outside of the Board.

BOARD MEMBERS

1. **Definition of Board:** The Board is that group of persons vested with the management of the business and affairs of the Corporation subject to the law, the Articles of Incorporation, and these bylaws.
2. **Qualifications:** Board Member positions shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.
3. **Number of Directors:** The Board shall consist of a maximum of 10 persons. The number of board members shall be determined from time to time by Resolutions of the Board, but will never be below 3.
4. **Terms and Election of Board Members:** The Board Members shall serve a two (2) year term unless they resign or are removed in accordance with the provisions of these bylaws. Each member may serve a maximum of 2 years per position but may take another position after 2 year cap has been reached. The length of term may be extended with a majority vote from the board or in an emergency situation.

5. Procedure at Board Meetings: Board meeting will be held the first Wednesday of every month and will be closed to board members only unless scheduled and confirmed prior to the meeting and noted on the agenda. The Board will hold an Open Forum Meeting once a quarter and will be announced two weeks prior.
6. Resignations: Any Board Member can resign at any time by delivering a written resignation to the President or the Secretary of the Corporation. Resignations of board members shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.
7. Removal: Any Board Member may be removed at any time (with or without cause) by a vote of 4/5ths of the total number incumbent board members (not counting vacancies).
8. Vacancies: Vacancies can be created by resignations, removals, or an increase in the size of the board. When there is a vacancy on the board, the board will primarily promote from within. Any individual interested in becoming a board member shall express said interest in writing via email to be considered. Individuals interested in holding a position on the board will be required to first volunteer in different aspects throughout the league to ensure the individual understands the time commitment and responsibilities required of each person. Vacancies on the Board can only be filled by a majority vote of the remaining members.
9. Place of Board Meetings: Meetings of the board, regular or special, will be held at the primary place of business for this Corporation or at any other place within or without the State of Florida as provided or such place or places as the board may designate by resolution.

10. Meetings: Meetings of the Board may be called by:

- A. President
- B. Treasurer
- C. Secretary
- D. Director of Cheer
- E. Director of Football
- F. Director of Equipment
- G. Flag Football Manager
- H. Field Operations Manager
- I. PR Manager
- J. Volunteer Manager
- K. Marketing & Communications Manager

1. Notice of Board Meetings: Notice of all board meetings shall be given to each board member no less than two (2) days nor more than ten (10) days prior to the meeting. Services of notice may be by telephone, conference call, email or text message.
2. Self Dealing: No member shall use confidential information gained by reason of being a member of the board for personal gain to the detriment of the corporation.
3. Board will vote on selection of head coaches for each division in tackle football. Once head coaches have been assigned and voted on they then will submit they request for assistant coach and submit that to the board. Board will then review and vote on approval of assistance coaches once background checks have been cleared and approved.

OFFICERS

1. Roster of Officers: The Board may, from time to time, appoint such officers as it deems necessary or appropriate to perform designated duties and functions. At a minimum the Corporation shall have a President, Secretary and Treasurer.

INFORMAL ACTION

1. Waiver of Notice: Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or those bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.
2. Action by Consent: Any action required by law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the persons entitled to vote with the respect of the subject matter of such consent, or all officers in office, and filed with the secretary of the Corporation.

COMMITTEES

1. Appointment of Committees: The Board may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board

2. COACHES

All Coaches will be background checked and screened. Coaches will be expected to sign the coaches rules and regulations guidelines and standards amended by the board. These rules are strictly enforced and will be subject to removal if not abided by. There will be written documentation by the board in any instance of removal or dismissal.

OPERATIONS

1. Inspection of Books and Records: All books and records of this Corporation may be inspected by any Officer for any purpose at any

reasonable time on written demand.

2. Loans to Management: The Corporation will make no loans to any of its Board Members or Officers.
3. Execution of Documents: Except as otherwise provided by law, checks, drafts and orders for the payment of money of this Corporation shall be signed by the President or Treasurer who have previously been designated by a Resolution of the Board. Contracts, promissory notes, leases or other instruments executed in the name of and on behalf of the Corporation shall be signed by one or more person who have been authorized and directed to do so by the board. No contract shall be valid unless it is authorized or ratified by a property adopted by Resolution of the Board of Directors.

AMENDMENTS

1. The Board may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida Law. The bylaws may be amended at anytime by a vote of the majority of board members at a meeting where a quorum is present.

PUBLIC STATEMENTS

1. Authority to make Statements: No member shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation without first having obtained the approval of the Board without quorum consensus.

INDEMNIFICATION

1. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Board Member or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred. By him (or by his heirs, executors or administrators) in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Board Member or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights

to which such Board Members or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

DISSOLUTION

1. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501©(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of this Corporation at their meeting held on _____.

Branch McClendon , President

Todd Oliver, Vice President

Sarah Svoboda, Secretary

Serita Lindsey, Treasurer

Jamie McConnell, Director of Football

Tori Stapleton, Director of Cheer

Joe Engel , Director of Equipment