

BY-LAWS
OF
RIVER CITY YOUTH FOOTBALL AND CHEER LEAGUE, INC.

ARTICLE I – OFFICES

1.1 Principal Office. The principal office of the Corporation in the Commonwealth of Virginia shall be located in the County of Henrico at Byrd Middle School.

1.2 Other Offices. The Corporation may have such other offices as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

ARTICLE II – DIRECTORS

2.1 General Powers. The property, affairs, and business of the Corporation shall be managed by the Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation or these By-Laws, all of the Corporation's powers shall be vested in the Board of Directors, including the exclusive power to amend the Articles of Incorporation.

2.2 Number of Directors. The Board of Directors shall consist of a range of persons between one (1) and fifteen (15) in number, as fixed from time to time by a vote of the Directors. This range may be increased or decreased at any time by proper amendment of these Bylaws.

2.3 Composition of the Board. The following officers, as elected or appointed by the Directors from time to time shall be *ex officio* Directors: the Chairman, the Vice Chairman, the Past Chairman, the Secretary, the Treasurer, the League Football Director, the League Cheer Director, and the Social Media Director. The remaining Directors shall be at-large members, appointed representatives from the member Associations, as approved by the Board of Directors. No Association shall have more than one (1) Director at-large.

2.3.1 Chairman. The Chairman shall be the chief executive officer of the Corporation and have all of the powers normally associated therewith; shall be the Corporation's primary representative to its participants, other associations and the community; shall have general and actual supervision over the property, business, and affairs of the Corporation; may appoint and remove agents not appointed by the Board of Directors; and shall perform such other duties as may be prescribed from time to time by the Board of Directors or these By-Laws. The Chairman shall sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any and all deeds, mortgages, bonds, contracts, and other instruments

authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation.

2.3.2 Vice Chairman. In the event of the Chairman's absence, death, or disability, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all restrictions relating to the office of President. The Vice Chairman shall perform such other duties as may be prescribed from time to time by the Chairman or the Board of Directors.

2.3.3 Past Chairman. The Past Chairman will serve as counsel to the Chairman and direct special assignments as requested by the Chairman.

2.3.4 Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; shall be custodian of the records and of the seal, if any, of the Corporation; and shall perform all duties incident to the office of the Secretary and such other duties as may be prescribed from time to time by the Chairman or the Board of Directors.

2.3.5 Treasurer. The Treasurer shall have charge and custody of and be responsible for funds of the Corporation as directed by the Board of Directors; shall receive and give receipts for moneys due and payable to the Corporation; shall deposit all moneys in the name of the Corporation in such banks, trust companies, and other depositories as shall be selected in accordance with these By-Laws; shall file all tax returns and reports required to be filed by the Corporation; shall assist with the preparation of the annual operating budget of the Corporation and maintain the budget (and provide reports thereon) throughout the year; and shall perform all duties incident to the office of the Treasurer and such other duties as may be prescribed from time to time by the Chairman or the Board of Directors.

2.3.6 League Football Director. The League Football Director shall be the liaison between the Board of Directors and Football Competition Committee. The League Football Director shall chair all meetings of the Football Competition Committee as the Corporation's representative. Any league business relating to the football teams shall be coordinated through the League Football Director. The League Football Director will have complete authority to deal with and address all aspects of play of football teams on game days. The Chairman or the Chairman's designee may fulfill the role of the League Football Director, if the League Football Director is unavailable.

2.3.7 League Cheer Director. The League Cheer Director shall be the liaison between the Board of Directors and Cheer Competition Committee. The League Cheer Director shall chair all meetings of the Cheer Competition Committee as the Corporation's representative. Any league business relating to the cheer squads shall be

coordinated through the League Cheer Director. The League Cheer Director will have complete authority to deal with and address all aspects of play of cheer squads on game days. The Chairman or the Chairman's designee may fulfill the role of the League Cheer Director, if the League Cheer Director is unavailable.

2.3.8 Social Media Director. The Social Media Director shall be responsible for the development and maintenance of the Corporation's website and for social media communications generally among participants in the Corporation's programs. The Social Media Director will assist with the posting of news articles, league information, registration information, Association's information, and general news and information concerning the Corporation.

2.4 Election. Directors shall be elected at each annual meeting of Directors to succeed those Directors whose terms have expired and to fill any vacancies then existing.

2.5 Term of Office. Each *ex officio* Director shall serve as a Director for as long as he or she holds the applicable office. Each Director at-large shall serve as a Director for a term of one year and until his or her successor is elected. Directors may serve successive terms, except that no Director, other than an *ex officio* Director, shall serve more than three successive terms without approval of more than two-thirds (2/3) of the Board of Directors.

2.6 Removal. The Board of Directors may, in its discretion, remove any officer or agent with or without cause whenever the Board of Directors determines that the Corporation's best interests will be served thereby.

2.7 Vacancy. Any vacancy in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum of the Board is present for such vote. The term of any Director so elected shall expire on the date fixed for the expiration of the term of the Director to which such Director was so elected.

2.8 Quorum; Approval. A majority of the Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. Unless otherwise required by law or expressly provided herein, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

2.9 Meetings of Directors.

2.9.1 Annual. The annual meeting of the Board of Directors shall be held on the second Tuesday in the month of January in each year at such a time and as shall be determined by the Chairman.

2.9.2 Preseason. The Board of Directors shall hold a preseason meeting on the first Tuesday in the month of June in each year at such a time and place as shall be

determined by the Chairman. The general purpose of this meeting shall be to make decisions regarding associations, fees, and such other matters as may be necessary to prepare for the upcoming season and beginning of practice.

2.9.3 Postseason. The Board of Directors shall hold a postseason meeting on the third Tuesday in the month of November in each year at such a time and place as shall be determined by the Chairman. The general purpose of this meeting shall be to reflect upon the strengths and weaknesses of the Corporation during the past season and generally to make recommendations for changes in the following year; to obtain reports from each of the officers and each of the committees; to analyze the performance and financial condition of the Corporation relative to budget; to identify any significant or unique financial needs of the Corporation for the following season; and to propose a slate of Directors and officers to be elected at the annual meeting.

2.9.4 Other. Meetings of the Board of Directors (other than the annual meeting) shall be held at times fixed by resolution of the Board, or upon call of the Chairman or any two of the Directors. The Secretary shall give not less than twenty-four (24) hours notice by telephone or electronic transmission of all meetings of the Board of Directors. Meetings may be held at any time without notice if all of the Directors are present. If all Directors are not present, a meeting may be held without notice if those not present waive notice in writing (including electronic transmission) either before or after the meeting. Unless otherwise provided herein, the notice of meetings of the Board need not state the purpose of the meeting. The Directors may conduct a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. A written record shall be made of the action taken at any such meeting. Any notice given by electronic transmission such as email or text messaging shall be valid only if the Director being notified has confirmed receipt.

2.9.5 Unanimous Written Consent. The Directors may act without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors either before or after such action be taken. Such action may be in multiple counterparts and may be accomplished by one or more electronic transmissions.

ARTICLE III – COMMITTEES OF THE BOARD

3.1. Executive Committee. The Board of Directors, by resolution adopted by a majority of Directors fixed by these Bylaws, may elect an Executive Committee consisting of not less than three (3) Directors, one of which must be the President/Executive Director. When the Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law, the Articles of Incorporation, or by these Bylaws, provided that the Executive Committee shall not have the power to: amend the Articles of Incorporation; to approve a plan of merger or consolidation; or to take any action prohibited by express resolution of the Board of Directors. The Executive Committee shall report at the next regular or special meeting of the

Board of Directors all action which the Executive Committee shall have taken on behalf of the Board since the last regular or special meeting of the Board of Directors.

3.2 Football Competition Committee. The Corporation shall maintain a Football Competition Committee whose purpose is to oversee competition and suggest rule changes. The committee shall be chaired by the League Football Director. Each Association shall designate a League Representative to serve on this committee. The committee will meet on the first Monday of the month during the football season and as called by the League Football Director. The committee shall hold a special meeting on Sunday following the regular season to determine playoff seedings and bowl games. The committee by a two-thirds (2/3) majority vote may recommend changes, additions, or deletions to the Rules and Regulations. Such recommendations must be ratified by a two-thirds (2/3) majority vote by the Board of Directors.

3.3 Cheer Competition Committee. The Corporation shall maintain a Cheer Competition Committee whose purpose is to oversee competition and suggest rule changes. The committee shall be chaired by the League Cheer Director. Each Association shall designate a League Representative to serve on this committee. The committee will meet on the first Monday of the month during the football season or as called by the League Cheer Director. The committee by a two-thirds (2/3) majority vote may recommend changes, additions, or deletions to the Rules and Regulations. Such recommendations must be ratified by a two-thirds (2/3) majority vote by the Board of Directors.

3.4 Registration Committee. The Board of Directors shall appoint a Registration Director (who may, but need not, be a member of the Board of Directors) to lead a Registration Committee. The Registration Committee shall be responsible for the administration of the USA Football Coaches' certifications, the League's master player rosters, and coordination/training of the League Representatives.

3.5 Other Committees. The Board of Directors, by resolution adopted by a majority of the Directors fixed by these By-Laws, may establish such other standing or special committees of the Board of Directors with such members and authority as the Board of Directors may deem advisable.

3.6 Quorum and Manner of Acting. A majority of the members of any committee serving at any time and from time to time shall constitute a quorum for the transaction of business. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

3.7 Removal. A member of any committee may be removed, with or without cause, at any time by such vote of the Board of Directors.

ARTICLE IV – PARTICIPATION

4.1 Application. Any Association may apply to the League for full or partial participant status by submitting in writing a request letter and application form to the Board of Directors for consideration. The Board of Directors shall evaluate the merits of entry and vote on acceptance or denial. The Board of Directors may deny acceptance based on the Association's current or previous participation in AAU or similar type programs. Such recommendations must be ratified by a two-thirds (2/3) majority vote by the Board of Directors.

4.2 Full Participants. A full participant shall be defined as an Association that participates in the League with all of their teams. A full participant Association shall receive full status to include one (1) Director at-large position on the Board of Directors, one (1) position on the Football Committee, and one (1) position on the Cheer Committee. Each Association's members shall adhere to the Purposes, as defined in the Articles of Incorporation, of this Corporation in order to maintain its participation in the League.

4.3 Partial Participants. A partial participant shall be defined as an Association that participates in the League with one or more of their teams. A partial participant association shall have no voting privileges in the League. Each Association's members shall adhere to the Purposes, as defined in the Articles of Incorporation, of this Corporation in order to maintain its participation in the League.

4.4 Fees. The Board of Directors shall determine on a yearly basis the fees associated with participation. No refunds will be paid for annual fees.

4.5 Insurance. Each Association shall be required to maintain a General Liability Insurance Policy with minimum limits of \$1,000,000 per occurrence / \$2,000,000 aggregate limits per year. Proof of Insurance shall be provided to the Board of Directors prior to the beginning of the season.

4.6 Mascot and Colors. The Association's mascot and colors shall be approved by the Board of Directors.

4.7 Status. Full participants shall notify the Board of Directors of intent to maintain their status prior to the Annual meeting. Partial participants shall notify the Board of Directors prior to the 15th of July of intent of participation. Failure to notify shall result in re-applying for participation in the League.

4.8 Removal. The Board of Directors shall retain the ability to vote for removal of an Association that does not adhere to the Purposes, as defined in the Articles of Incorporation, of the League. Associations removed from the League may re-apply after one (1) calendar year as a new participant.

ARTICLE V – MISCONDUCT POLICY AND PROCEDURE

5.1 Statement of Policy. It is a primary goal of the Corporation to provide a strong environment to implant firmly in the minds of the youth of our community respect for authority, good sportsmanship, the understanding of fair play, honesty, loyalty, courage and reverence. A continual commitment to this goal is also a primary expectation for the coaches, parents, and players who participate. While it is understood that, by nature, competition breeds excitement, it should be equally understood that the excitement does not, under any circumstances, justify behavior that is detrimental to children in any way. The Board of Directors considers any deviation from this commitment to be unacceptable and will not hesitate to take the appropriate steps to maintain the integrity of this policy.

No Association or members thereof shall solicit players by act of unethical means, including but not limited to, cash monies or other financial compensations. Associations may offer scholarships for registration fees, as determined by their Board.

5.2 Enforcement. Any Director shall be given the authority to issue a warning and/or removal of any participant or spectator for misconduct during a game or League event. The Chairman shall have further authority to review such matters and issue additional disciplinary actions after appropriate review of the incident(s). These actions may include monetary fines up to Five Hundred Dollars (\$500) and suspensions as defined herein; (a) to take no further action, (b) to issue a single game suspension, (c) to issue a multigame suspension, (d) to suspend the person from involvement in the Corporation's programs for a specified period of time, or (e) to permanently bar the person from involvement in the Corporation's programs. It shall also be noted that referees or league officials have the authority to ask any participant or spectator to leave the field due to misconduct.

5.3 Appeal. A warning or suspension may be appealed to the Board of Directors for further consideration. Notice of appeal must be filed with the Chairman and copy to the Secretary within 48 hours after the warning or suspension has been issued. Appeals filed after that time will not be considered. After an appeal has been filed, the Board of Directors will recommend whether or not an appeal should be heard. Upon such recommendations, however, a coach, player, or parent may be considered for stronger disciplinary action. If it is recommended that an appeal should be heard, the Board of Directors shall convene as soon as all participants are available to meet. Every reasonable effort shall be made to convene the Board of Directors prior to the next regularly scheduled game. Upon review of the information gathered and following a discussion of the intent with the participant, the Board of Directors may (a) agree with the original decision, (b) withdraw the original decision, (c) reduce the original decision, or (d) increase the original decision. The decision of the Board of Directors shall be considered final.

5.4 Participant Pledge. Each football player, cheerleader, coach, and parent must agree to and abide by the Corporation's Misconduct Policy and the Code of Ethics of the League.

ARTICLE VI - CONTRACTS, LOANS, CHECKS, DEPOSITS AND AUDIT

6.1 Contracts. The Board of Directors may authorize any officer, committee chairperson, or agent to enter into any contract (or place an order) or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, subject to the following restrictions:

6.1.1 Any contract (or order) obligating the Corporation to pay an amount less than \$1,000 may be signed by the Chairman, the Vice Chairman, the Treasurer, or such other officer, committee chairperson or person as may have been specifically authorized herein or by resolution of the Board of Directors.

6.1.2 Any contract (or order) obligating the Corporation to pay an amount in excess of \$1,000 shall require the signature of the Chairman and one other officer of the Corporation or the chairperson of the applicable committee.

6.1.3 Any contract (or order) obligating the Corporation to pay an amount in excess of \$2,500 shall require the approval of the Executive Committee or the Board of Directors.

6.1.4 Any contract (or order) obligating the Corporation to pay an amount in excess of \$5,000 shall require the approval of the Board of Directors.

For purposes of the above restrictions, no person shall sign multiple contracts for smaller amounts for the purpose of eliminating the additional signature requirements or approvals.

6.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the Corporation's name unless authorized by duly adopted resolution of the Board of Directors.

6.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or agent of the Corporation and in such manner as shall from time to time be determined by duly adopted resolution of the Board of Directors, subject to the following restrictions:

6.3.1 Any check issued by the Corporation for an amount less than \$1,000 may be signed by the Chairman, a Vice Chairman, the Treasurer, or such other officer or person as may have been specifically authorized by the Board of Directors.

6.3.2 Any check issued by the Corporation for an amount in excess of \$1,000 shall require the signature of the Chairman and one other officer of the Corporation.

6.3.3 Any check issued by the Corporation for an amount in excess of \$2,500 shall require the approval of the Executive Committee or the Board of Directors.

6.3.4 Any check issued by the Corporation for an amount in excess of \$5,000 shall require the approval of the Board of Directors.

For purposes of the above restrictions, no person shall sign multiple checks for smaller amounts for the purpose of eliminating the additional signature requirements or approvals.

6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.5 Audit. The books and records of the Corporation shall be subject to audit from time to time under the direction of the Board of Directors. Such audits shall be performed and submitted to the Board of Directors.

6.6 Salaries. The Corporation shall not have any paid employees. No salary or compensation shall be paid to any Director, officer, or committee member of the Corporation for the performance of their duties in such capacity on behalf of the Corporation. Such persons shall be entitled to the reimbursement of reasonable expenses incurred on behalf of the Corporation with such approval as may be required by these By-laws and subject to verification. All services provided to the Corporation by third parties and agents for compensation shall be subject to approval by the Board of Directors. Any Director, officer, or committee member of the Corporation or any business that is affiliated with any such person may conduct business with the Corporation for reasonable fees provided that such person makes full disclosure of the affiliation and the matter is approved by the disinterested members of the Board of Directors.

6.7 Bonding. The Chairman, Vice Chairman, Treasurer, and each other person having authority to sign checks on behalf of the Corporation shall, at the expense of the Corporation, be bonded in an amount designated by the Board of Directors. Each bond shall be equal to no less than the total assets of the Corporation.

ARTICLE VII – MISCELLANEOUS

7.1 Fiscal Year. The fiscal year of the Corporation shall end each year on December 31.

7.2 Corporate Seal. The Board of Directors may from time to time adopt a corporate seal or seals which may simply be the words “Corporation Seal” or such other words or form as the Board of Directors adopts.

7.3 Background Checks. The Board of Directors shall provide for the establishment of a system of background checks for all Directors of the Corporation and such other volunteers in

the programs of the Corporation as the Board of Directors may, from time to time, deem appropriate.

7.4 Revisions. These By-Laws may be revised or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting. A vote of more than two-thirds (2/3) of the Directors then in office shall be required to adopt.

7.5 Rules and Regulations. The Board of Directors shall provide the League rules, forms, and disciplinary actions through the use of the Rules and Regulations sections of these By-laws. These Rules and Regulations may be revised or repealed and new Rules and Regulations may be adopted by the Board of Directors at any regular or special meeting. A vote of more than two-thirds (2/3) of the Directors then in office shall be required to adopt.

RULES AND REGULATIONS

SECTION 1 – Football Season and Game Day Schedules

SECTION 2 – Football Divisions with Ages and Weights

SECTION 3 – Cheer Divisions with Ages

SECTION 4 – Football Rules

SECTION 5 – Rookies Football Rules

SECTION 6 – Cheer Rules

SECTION 7 – Football Coach Rules

SECTION 8 – Playoffs and Bowl Games

SECTION 9 – Code of Ethics Forms (Player, Coach, and Spectator)

SECTION 10 – League Forms (Roster and Serious Incident)

SECTION 11 – Health Documents (Heat Acclimation Practice Chart and Heat, Hydration, and Illness Guidelines)