

## CONSTITUTION AND BYLAWS OF THE CFCA

### ARTICLE I

#### Articles of Agreement

**NAME:** The name of the association is the “Commonwealth Football Coaches Association” which is a nonprofit corporation organization under the Nonprofit Association Act of the State of Virginia.

**MISSION:** The Commonwealth Football Coaches Association is a high school football coaches organization created and governed by Virginia high school football coaches. The CFCA offers coaches a voice in competitive athletics in the State of Virginia. Our goal is to promote and publicize football in the State of Virginia as well as offer a unified voice in the state on coaching and athletic issues that affect high school football. Due to our statewide scope, the CFCA is able to provide many areas of support for our members. Our relationship with the Virginia High School League, its Board of Directors, Executive Council, and the many other committees that it offers, gives our state high school coaches a voice in the establishment of the rules and regulations specifically the sport of football. The purpose of the association will be focused on:

- 1) Raising the quality and competence of high school football coaching and administration through leadership development, educational programs, training sessions and informative publications.
- 2) Providing support and recognition of coaches for their "lifetime" coaching achievements, commitment and leadership.
- 3) Promoting professional standards, practices and ethics.
- 4) Encouraging goodwill and fellowship among athletic directors, coaches and administrators.
- 5) Recognize the value and importance of cultural diversity throughout the membership.

Members of the CFCA will also enjoy the unity and camaraderie that come from participation in the organization. The CFCA Annual Coaches Convention is designed to provide membership funds, promote unity, respect, and professional development. Each year, coaches can expand their knowledge and skills in an educational setting, as well as through the sharing of experience and expertise among other high school coaches themselves. The association strives to keep our coaches current on the latest research and its application in the field through several methods: securing knowledgeable conference speakers; publishing valuable and informative articles on the organization's website; as well as through a variety of other methods.

**ASSOCIATION OFFICE:** The site of the headquarters of the association shall be the annual rotating office of the Chairman of the Commonwealth Football Coaches Association

**AMENDMENTS:** The Constitution and Bylaws may be amended only after the following:

1. Submission – All proposed amendments shall be submitted in writing to the members of the Executive Committee.

2. Adoption – The proposed amendment, together with the opinion of the Executive Committee, shall be read at the annual business meeting of the association, and a two-thirds majority of the members voting shall be necessary for the adoption of the said amendment.

## ARTICLE II Executive Committee

Section 1. Composition and election: The Executive Committee shall consist of the Seven (7) Directors of the organization elected by the voting membership at the annual meeting. Each of the five (5) regions shall be represented on the Executive Committee by at least one (1) member

Section 2. Eligibility: To be eligible as a Director, a coach must be an Active member in good standing.

Section 3. Terms of Service: Each Director position will serve a term of two (2) year of service to the association. The Chairman and Vice-Chairman positions ONLY will be a rotating position through a representative of all five (5) Regions established by the CFCA and will NOT be permitted to serve consecutive terms in those roles. The other five (5) Director positions CAN be served in consecutive terms if voted by the CFCA. Upon the competition of tenure as Chairman, The Chairman will be a permanent member of the Board of Supervisors, to be used as a source of guidance to future Chairmen of the CFCA. Members of the Board of Supervisors is an honorary position and do not have additional member/voting rights.

Section 4. Duties: The Executive Committee shall have complete control and management of the association's affairs, funds, and property and shall have and exercise all the powers possessed by the association itself as far as such delegation of authority is not inconsistent with the by-laws of the CFCA. The Directors shall exercise their duties in a manner consistent with the purposes of this association, keeping in mind this association is not organized for profit.

Section 5. Directors of the Committee: The Chairman of the CFCA shall be the chairman of the Executive Committee. The Vice-Chairman shall be the vice-chairman of the Executive Committee. The Treasurer/Secretary Director shall be responsible for finances of the association and scribing association meeting minutes/notes. The Coaches Convention Director shall be responsible for the planning and execution of an annual CFCA Coaches Convention. The Coaches Hall of Fame Director shall be responsible for planning and execution of an annual CFCA Hall of Fame Banquet/Dinner. The Coaches All-Star Game Director shall be responsible for the planning and execution of a annual CFCA All-Star Football Game(s). The Coaches Website and Social Media Director shall be responsible for the planning and execution

of the CFCA website and social media forms of communication (i.e Twitter, Facebook, Instagram, etc)

Section 6. Vacancies: Any vacancy on the Executive Committee occurring between annual elections as a result of death, incapacity, resignation, or other such causes, may be filled by a replacement deemed from Region at a properly constituted meeting of the Executive Committee.

Section 7. Meetings: The Board shall meet at least every other month alternating between on-line and face-to-face meetings throughout the year at a time and place to be designated by the Chairman at least thirty (30) days before such meeting is to take place. Special meetings of the Executive Committee shall be held at any time of place on call by the Chairman at least five (5) days before such a meeting. Special meetings of the Executive Committee may be held at any time without notice providing all directors are present or have waived notice thereof.

Section 8. Proxy voting: Any Director not present at a meeting will be permitted to vote by proxy by filing notice of such desire with the Executive Committee before the meeting and designating who shall hold the proxy.

Section 9: Quorum: A majority of the Directors shall constitute a quorum at any meeting of the board. A majority of the quorum present shall decide any action or matter brought before the meeting.

### ARTICLE III

#### Regional Committees

Section 1. Composition: Officers shall be elected from the Active head coaches or retired coaching members of the association as follows: Three (3) representatives per a Region shall be elected from voting members of the CFCA to represent them in the Regional Committee. All Regional Committee members shall serve one (1)-year terms. Regional Committee Representatives can serve consecutive terms IF voted by their constituents in their respective region.

Section 2. Eligibility: To be eligible as a representative, a member must be in good standing of the organization. Representatives can be ACTIVE or RETIRED coaches that are members of the CFCA.

Section 3. Term of Office: The term of office shall be for one (1) year.

Section 4. Nominations: All nominations shall be made by any voting members of each pertinent Region to the Regional Committee Representatives before the end of the fiscal year and CFCA Coaching Convention. The Regional Committee Representatives will conduct an election through their perspective Region. All CFCA members in that pertinent Region will have one (1) vote. If there is ever a tie in voting for the last one (1) candidates in the current Region

Committee voting, the tiebreaker will be determined by the Executive Committee by majority vote.

#### Section 5. Duties of Regional Representatives:

(a) shall, when present, preside at all meetings of the Regional CFCA and at all meetings of the membership and shall perform such other duties as the Executive Committee may, from time to time designate. They shall be the chief executive officers of the association and chairmen of the Region.

(b) shall be the chief administrative and fiscal officer of the association at the Regional level and together with the president, unless some other person is specifically authorized by the Executive Committee, shall sign all deeds, leases, contracts, and/or other instruments to be executed on behalf of the association. They shall have the care and custody of the funds of the association and shall have and exercise under the supervision of the Regional Committee and the Executive Committee all the powers and duties commonly incident to his office.

1. keep the minutes of all meetings of the association and of the Regional Committee
2. read, if requested, such minutes
3. email out all notices for meetings of the association or the Regional Committee
4. keep accurate account and collect all application fees, dues, and charges due from members
5. perform such other duties as may be required of him by the Bylaws, the Region Committee, or the Executive Committee
6. have charge of all receipts and monies of the association
7. disburse funds as ordered or authorized by the Region Committee President and, or the Executive Committee.
8. keep regular accounts of receipts and disbursements
9. submit his record when requested
10. give an itemized statement at regular meetings of the association
11. upon dissolution of the organization, ensure that all remaining assets are donated to the Virginia High School League to be used for educational purposes or granting scholarships to student-athletes.

#### ARTICLE IV

##### Advisory Committees

Section 1. Composition: Officers shall be elected from the Active head coaches or retired coaching members of the association as follows: Six (6) representatives per a Region shall be elected from voting members of the CFCA to represent each of the six (6) classifications in the Regional Committee. All Advisory Committee members shall serve one (1)-year terms.

Advisory Committee Representatives can serve consecutive terms IF voted by their constituents in their respective region.

Section 2. Eligibility: To be eligible as a representative, a member must be in good standing of the organization. Representatives can be ACTIVE or RETIRED coaches that are members of the CFCA.

Section 3. Term of Office: The term of office shall be for one (1) year.

Section 4. Nominations: All nominations shall be made by any voting members of each pertinent Region to the Regional Committee Representatives before the end of the fiscal year and CFCA Coaching Convention. The Regional Committee Representatives will conduct an election through their perspective Region. All CFCA members in that pertinent Region will have one (1) vote. The Top candidate who receives the highest votes per the separate six (6) classifications will be the representative on the Advisory Committee.

Section 5. Duties:

## ARTICLE V

### Membership

Section 1. Composition: There shall be three (3) classes of membership – Active, Associated, or Retired

(a) Active. Interscholastic coaches from schools who are recognized by the VHSL, and other organizations in the State of Virginia and who actively engaged in (or directly associated with) the profession of football coaching in the public schools and who are otherwise acceptable to the organization shall be eligible for Active membership. Each Active member shall have the privilege of one vote.

(b) Associated. Any individual who is or has been associated with football coaching at any institution of learning or established professional teams may be eligible for Associated membership regardless of whether at the same time he may be actively engaged in coaching. JR/MS, Youth, Private, College Coaches, Community Supporters, etc who would like the benefits given by the coaches association. Members who have been active in or associated with football coaching in such institutions but who are no longer active or associated are eligible for Associated membership. Coaches directly connected with the coaching profession, but not coaching, may be eligible for Associated membership. Each Associated member will have no voting privileges.

(c) Retired. Any individual who is or has been associated with football coaching at any institution of learning or established professional teams and has retired from coaching/teaching may be eligible for Retired membership. Any Coach with 5+ years of Service

who would like the benefits given by coaches association. Each Retired member will have no voting privileges.

Section 2. Rights and Privileges of Membership: Each member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. Votes may be taken by voice, by a show of hands, or by written/electronic ballot. Voting members shall have no rights to cumulate their votes.

(a) Active Regular Membership. Active members have the following rights and privileges.

(1) To attend, participate in discussion, and vote at all membership meetings.

(2) To receive all publications of the Association.

(3) Receive a liability insurance protection providing for protection in the classroom and on the field of competition. Other benefits deemed through the CFCA.

(4) To be eligible for election as an officer of the CFCA.

(5) To be eligible to nominate a player to participate in the All-Star Game.

(6) To be eligible to coach in the All-Star Game.

(7) To be eligible to nominate a player for any CFCA Scholarship/All-State/POY Award/Etc.

(8) To be eligible to nominate a coach for the CFCA Hall of Fame

(9) To be eligible to serve on the Executive Committee, Regional Committee, and the Advisory Committee.

(10) To be eligible to nominate a player or team for "Academic All-State".

(11) To be eligible to nominate a coach for the "Herman Boone Service Award"

## ARTICLE V

### Elections

The election of officers and directors shall be at the annual meeting that corresponds with the CFCA Convention and under the direction of the president. The Regional Committee shall prepare a list of candidates for each elective office and shall present it to the membership at the annual meeting for adoption. Other nominations may be made by any voting member present.

## ARTICLE VI

### Meetings

Section 1. Time and place: The annual meeting of the association shall be held at a time and place set by the Regional Committee.

Section 2. Quorum: The quorum shall consist of one-tenth of the association's Active members.

a. meeting called to order

b. reading or disposal of any unapproved minutes

- c. report of Executive Committee and Regional Committee
- d. reports by committees
- e. unfinished business
- f. new business
- g. adjournment

## ARTICLE VIII

### Committees

Section 1. Appointment: Members of the committees are to be appointed by the president.

Section 2. Composition: Any member in good standing may be selected for a committee.

Section 3. The president shall appoint such committees as he deems necessary.

## ARTICLE IX

### CFCA Regions

The association shall be divided into the five (5) regions to be used by the CFCA. The following are the five (5) regions: Region I-NOVA, Region II-Richmond/Fredericksburg, Region III-Tidewater/Virginia Beach, Region IV- Central- Charlottesville/Lynchburg, and Region V-SWVA.

## ARTICLE X

### Prohibited Activities

Section 1. Actions Jeopardizing Tax Status This Association shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under 501 (c) (3) of the Internal Revenue Code of the 1986 and its regulations as amended, or by and organization, contributions to which are deductible under 170 (c) (2) of such code and its regulations as amended.

### Section 2. Lobbying and Political Activities

(a) The CFCA shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Executive Committee

(b) The CFCA shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

(c) Private Inurement. No part of the net income or net assets of the Association shall insure to the benefit of or be distributable to, its directors, officers, members or other private persons. However, the

Association is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

(d). Non-discrimination In the conduct of all aspects, of its activities, the Association shall not discriminate on the grounds of race, color, gender, sexual orientation, religion, national origin or handicap.

ARTICLE XI

Fiscal Year

The fiscal year of the association shall end with the last (31st) day of July.

Adopted: TBD.

Executive Committee:

_____	_____
_____	_____
_____	_____
_____	_____

Commonwealth Football Coaches Association- CFCA