



FAIR LAWN FOOTBALL ASSOCIATION

PO Box 2644

Fair Lawn, NJ 07410

BYLAWS OF FAIR LAWN FOOTBALL ASSOCIATION

The name of the organization is Fair Lawn Football Association (FLFA). The organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In addition, the organization is organized in accordance with the New Jersey Statutes, Title 15 A, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I Mission Statement

Fair Lawn Football Association (FLFA) is a non-profit 501(c)(3) dedicated to youth development, healthy living and social responsibility. It is our mission to provide our community with programming that allows us to develop our youth to their full potential, socially, physically and mentally, as well as a safe and secure environment to execute that programming in. We will use sports as a tool to:

- Teach and inspire leadership
- Prepare our youth to succeed in life
- To give back to our community and teach our youth to do the same
- Promote the importance of a healthy and active lifestyle
- Promote a high level of sportsmanship
- Promote and teach our youth about team building and unity
- Focus on team goals versus individual goals (this is about the entire team or program and not just one individual on the team!)

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- Treat and provide opportunity to all regardless of relationship (it is about the kids and not the adults!)

The FLFA strives to provide a first class organizational structure, a cohesive instructional philosophy, a coordinated progression-based skill development program led by a professional and dedicated coaching and instructional staff. The wide variety of programs offered provides a safe, healthy and constructive environment while providing a positive influence upon the lives of the participants.

Our programs teach accountability, respect, teamwork, and the benefit of hard work, both on and off the field. We can change the world, one player at a time!

ARTICLE II MEETINGS

Section 1. Annual Meeting. An annual, closed meeting shall be held once each calendar year for the purpose of electing directors, open board seats, and official positions. If required and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 2. Regular Meetings. There shall be a minimum number of open and closed meetings per year for the purpose of sharing ideas, presenting grievances or concerns, etc. There will be a 30 minute open session at the beginning of each meeting, Please submit suggestions or concerns 2 days prior via email to the Board of Directors to be entered into the docket to speak. Each speaker will have approximately 3 minutes to present.

Section 3. Special Meetings. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice, effective when when request is sent. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 4. Notice. Notification of all meetings, whether regular or special meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be made to all Directors, at least five (5) calendar days prior to the meeting. Such notice shall be deemed effective when email or any other form of written notice has been sent.

Section 5. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice.

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Section 6. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Directors results in representation of less than a quorum.

Section 7. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

ARTICLE III DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of eleven (11) Directors, whom are subject to an annual background check.

Section 2. Election and Term of Office. The Board of Directors shall be elected/reviewed at the annual meeting. Each Board Director shall serve a maximum term (January 1 to December 31) of five consecutive (5) year(s), but subject to a vote at 3 years or until a successor has been elected and qualified, or if they officially resign. Board Directors may hold different positions during their five (5) year term. If a successor has not been elected and qualified, a director may continue to remain on the board for one (1) additional year post the maximum term.

Section 3. Election Qualification. FLFA members must participate in the organization, as directed by the Board of Directors for a period of one (1) year, as committee head, committee member, or coach to qualify for Board of Directors election. Members must be active participants at Board meetings and events, in order to be eligible for election nomination. The Board of Directors has the right to nominate and elect someone at their discretion at any time and can waive the requirements stated above if there is good cause to do so. Each member of the Board of Directors is subject to a background check.

Members must abide by the FLFA Mission Statement at all times on and off the field.

Section 4. Quorum. A majority of Directors shall constitute a quorum.

Section 5. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

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Section 6.1. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 7. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 8.1 Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. If there is a voting tie, the elected President shall make the final vote to break the tie, therefore the President shall not make any vote until all other members have casted their vote. The Board shall keep written minutes of its proceedings in its permanent records. The President reserves the right to make an immediate decision in an emergency.

Section 8.2. Special Meeting. In the event an in-person meeting cannot be conducted, acceptable forms of a meeting may occur as phone calls, texts (only in case of emergency of health and safety), and virtual meetings.

Section 9. Informal Action. Any action required to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors or of a committee of Directors, may be taken without a meeting if a consent is in writing. This shall set forth the action taken, if signed by all of the Directors or all of the members of the committee of Directors, as the case may be.

Section 10. Removal / Vacancies. A Director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified. They need not meet the minimum requirements stated above.

Section 11. Committees. To the extent permitted by law, the Board of Directors may appoint

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from its registered members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. The Board of Directors appointment of committee heads and committee members will take place at the first meeting of the calendar year and will be reviewed annually.

a. Standing Committees:

1. **Football Committee** – All members will be appointed by the Executive Board of Directors, after receiving recommendations for all positions from the Director of Football and 10 coaches in good standing. The Football Committee shall recommend improvements to our football program to be brought up to the Board of Directors for review and/or approval at regular meetings.
2. **Cheerleading Committee** – All members will be appointed by the Executive Board of Directors, after receiving recommendations for all positions from the Director of Cheerleading and 10 coaches in good standing. The Cheerleading Committee shall recommend improvements to our cheer program to be brought up to the Board of Directors for review and/or approval at regular meetings.
3. **Fundraiser Committee** – Shall consist of one (1) Board Member along with additional FLFA members in good standing.
4. **Kitchen Committee** – Shall consist of a minimum of one (1) Board Member along with three (3) FLFA members in good standing.
5. **Scholarship Committee** - Shall consist of three (3) or more Board Members
6. **Volunteer Committee** – Shall consist of 1 Board Member along with additional FLFA members in good standing to assist.

**ARTICLE IV
OFFICERS**

Section 1. Number of Officers. The officers of the organization shall be a President, Vice-President, Treasurer, Secretary, Trustee, Director of Cheerleading and Director of Football.

- a. **President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board. The elected President shall hold their seat for up to the maximum term of four (4) years with no annual vote or until they resign from that position, and for a maximum of 5 years on the Board, as a Board Member.
- b. **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. The elected Vice President shall hold their seat for up to the maximum term of four (4) years with no annual vote or until they resign from that position, and for a maximum of 5 years on the Board, as a Board Member.

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- c. **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings. The elected Secretary shall hold their seat for a maximum term of three (3) years with no annual vote or until they resign from that position, and for a maximum of 5 years on the Board, as a Board Member.
- d. **Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the organizations finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee. The elected Treasurer shall hold their seat for a maximum term of three (3) years with no annual vote or until they resign from that position, and for a maximum of 5 years on the Board, as a Board Member.
- e. **Director of Cheer.** The Director of Cheerleading shall be responsible for conducting the cheerleading affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the cheerleading activities as required, but no less often than at each meeting of the Board of Directors and Executive Committee. The elected Director of Cheerleading shall hold their seat for a maximum term of three (3) years with no annual vote or until they resign from that position, and for a maximum of 5 years on the Board, as a Board Member.
- f. **Director of Football.** The Director of Football shall be responsible for conducting the football affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the football activities as required, but no less often than at each meeting of the Board of Directors and Executive Committee. The elected Director of Football shall hold their seat for a maximum term of three (3) years with no annual vote or until they resign from that position, for a maximum of 5 years on the Board, as a Board Member.

Section 1.1 Officer Resignation. In the event of a resignation, one may temporarily hold 2 Titles/Positions until the next annual meeting.

Section 1.2 Maximum Term for Officer. A maximum term of 4 years of the maximum of 5 years as a member of the Board of Directors.

Section 2. Election and Term of Office. The officers shall be elected/reviewed annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting, if possible. Each officer shall serve the terms described within this document or until a successor has been elected and qualified, if an official resigns from their position prior to the end of their term. If a successor has not been elected and qualified, the incumbent may

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continue to remain in their position for one (1) additional year post the maximum term noted under each individual titled position. (Term is defined as January 1 to December 31).

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization if they are deemed they are no longer able to hold their position, by majority vote of board members, or no longer upholds and demonstrates the values of the Organization, or fails to perform the duties and responsibilities for their position. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE V CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE VI AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting.

ARTICLE VII INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VIII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-

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thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX COACHES

Section 1. Selection of Coaches. The Board of Directors will have the final vote on all head coaches for football and cheerleading, for all levels.

Section 2. Number of Coaches. The Board of Directors will determine the appropriate number of coaches per squad, based on the suggestion of the Football and Cheer Committees.

Section 3. Selection and Term of Coach. The Coaches shall be selected/reviewed at the annual meeting. Each coach shall serve a term of 1 year, or until resignation or removal.

Section 4. Coaches Qualification. All coaches appointed over 18 years old must be Rutgers certified and complete an annual background check, in accordance with state and local laws. All coaches must sign and comply with the Fair Lawn Football Association's Coaches Code of Conduct.

Section 5. Coaches Code of Conduct and Commitment

The Fair Lawn Football Association offers a football and cheer program to provide the youth of Fair Lawn with a positive and safe athletic experience that develops their individual skills, physical fitness, competitive spirit, sportsmanship and ability to contribute as part of a team. As a program, we believe that our coaches should adhere to the highest ethical standards of fair play and sportsmanship. Fair Lawn has developed this "Coaches Code of Conduct" to promote coaching that encourages players to win while also learning important life lessons and developing positive character traits.

As a Head Coach or Assistant Coach (including High School Jr. Coaches), you agree to:

- Promote the philosophy of good sportsmanship and the premise that recreation is fun. I will put the best interests of the entire program ahead of individual desires.
- Always follow all protocols set forth by the FLFA board
- Treat all participants with respect and avoid negative criticism, giving positive encouragement and direction.

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- Teaching the skills of the game, the values of teamwork, and the meaning of good sportsmanship.
- Always play by the rules and respect the game officials and their authority.
- Communicate with the parents on the team if necessary, allowing them to give feedback as well as solicit their active support, and ensure they are informed of all team rules, practices and games.
- Will never use abusive language or threatening behavior towards any player, parent, coach, opponent, or official; and will adhere to a 24 hour cooling off period if an intense situation arises.
- Will not use tobacco, alcohol, or drugs during any recreation program event.
- Will never knowingly permit an injured player to return to the game without proper medical attention.
- Will always commit to be present at every practice and game scheduled to the best of my ability.
- Head coach is responsible for the conduct of all assistant coaches and behaviors.
- Refrain from posting, mass emailing, or mass texting any negative comments against the association and any of its members.
- Responsible for all practice planning and coordination of all communication whether it is through a parent liaison or assistant coach.
- Be subject to an annual background check (over the age of 18).

Section 6. Coaches Disciplinary Removal or Vacancy. The Board of Directors shall have the power to remove a coach with a majority vote, based upon the recommendations of the Coaches Committee, at any regular or special meeting called for that purpose. If a Coach is found violating the Code of Conduct they will face disciplinary action set forth by the Board of Directors up to and including removal of all duties indefinitely, as recommended by the Coaches Committee. Any vacancy that occurs for any reason may be filled by the Board of Directors.

Section 7. Coaches Resignation

Coaches must provide reason and at least one week notice of resignation. If a coach resigns solely due to their own child no longer wanting to participate, they will be placed on a probationary list and could face not being able to volunteer as a coach in the future. Coaching is about all all children and not just one coaches child(ren).



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ARTICLE X REGISTRATION

Section 1. Registration. All participants are required to register annually by registering during one of the annually scheduled events.

1. **Fees** are subject to change
2. **Refunds:** Refunds will be provided if requested, up to 10 business days from the first practice.
3. **Hardship:** The Executive Committee will review and may approve any request for financial assistance, in a closed meeting, to ensure the privacy of the requestor.

Section 2. Member Code of Conduct. All members and participants must sign and comply with the Fair Lawn Football Association's Code of Conduct; failure to do so may result in membership termination.

Section 3. Member Termination. The Board of Directors shall have the power to terminate a member with a majority vote at any regular or special meeting called for that purpose if there is just cause for removal. **Any member who willingly removes themselves must notify their Head Coach, FLFA Board, or any other official either verbally or in writing.**

ARTICLE XI PARTICIPANTS SPORTSMANSHIP AND CODE OF CONDUCT

The Fair Lawn Football Association offers a football and cheer program to provide the youth of Fair Lawn with a positive and safe athletic experience that develops their individual skills, physical fitness, competitive spirit, sportsmanship and ability to contribute as part of a team. As a program, we believe that all members (athletes and family members) of our association should adhere to the highest ethical standards of fair play and sportsmanship. Fair Lawn has developed this "All Participants Code of Conduct" to ensure that all athletes are encouraged to win and always do their best while also learning important life lessons and developing positive character traits.

All Participants Agree to:

1. Abide by the rules of the activity I represent and conduct myself in a dignified manner at all times when in the company of my team. I will ensure my uniform and my other gear is complete, safe, and in good condition at all times.
2. In any competitive aspect of my activity, I understand that winning isn't always important. Doing my best and having fun at all times is important.

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3. Understand that I am on a team and will be a team player. I will do this by putting my personal goals aside for the betterment of the team
4. Will participate in every game and every practice except for illness, injury, or religious activity. If I must miss a game or practice, I will contact the team's head coach as soon as possible.
5. Will study hard and understand that school shall take precedence over any sports related activity.
6. Will not use foul language towards, taunt, or disrespect teammates, coaches, officials, or others I may compete against.
7. Will not be critical of teammates and never discuss teammate's abilities except to encourage good team work and thank them for their efforts.
8. Will show respect for game officials and refrain from talking back or arguing with them.
9. Will show respect for my coaches by listening to and learning from them.
10. Grieve any disagreements with a coach must be formally documents in a written letter and give to the Director of Football or Cheer. It will then be brought forth to the Coaches Committee, where it will be reviewed. The Board of Directors will be notified of any grievances and the results. The Board of Directors reserves the right to overturn the decisions, in the event that appropriate action has not been taken to support the Mission of the Association.
11. Understand that I represent FLFA as an athlete or a fan. I further know that I represent my family, my team, FLFA, and the Community of Fair Lawn, and will act in a manner that they can be proud of.

**ARTICLE XII
DISMISSAL FROM THE PROGRAM**

Grounds for immediate dismissal from the program include but are not limited to:

- Smoking, drinking of alcoholic beverages or use of drugs during any FLFA and/or League event
- Inappropriately challenging the authority of a member of the Board of Directors, coach, or person in charge, which includes but is not limited to volunteers, referees, etc., by an athlete, parent, or coach.
- Any negative or inappropriate behavior towards a team mate, coach, person in charge, or competitor.
- Inappropriate pictures, videos, or language used on any social media (i.e. Facebook, Snapchat, Instagram) will not be tolerated. This includes, and not limited to, any underage drinking, sexual misconduct, or smoking illegal substances.

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- Any act or threat of violence towards any team mate, coach, official, spectator, or competitor. Including any act of violence performed off the field which results in any criminal investigation.

Be respectful and courteous to everyone. Accept team placements and spots with dignity and class.

All athletes, coaches, board members, and their participating family members represent FAIR LAWN FOOTBALL ASSOCIATION at all times, on AND off the field, and must adhere to the standards set forth by the organization.

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Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on March 4, 2021.

Amendment made on July 30, 2021 to include provisions as required of IRC Section 501(c)(3).



Laura Astmann, Secretary



Eileen Aponte, President

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