

AMERICAN FOOTBALL COACHES WIVES ASSOCIATION BYLAWS

Adopted January 11, 1989
National Convention
Nashville, Tennessee

Amended January 9, 1990
National Convention
San Francisco, California

Amended January 9, 1991
National Convention
New Orleans, Louisiana

Amended January 7, 1997
National Convention
Orlando, Florida

Amended January 9, 2001
National Convention
Atlanta, Georgia

Amended January 7, 2003
National Convention
New Orleans, Louisiana

Amended January 6, 2004
National Convention
Orlando, Florida

Amended January 10, 2006
National Convention
Dallas, Texas

Amended January 9, 2007
National Convention
San Antonio, Texas

Amended January 14, 2014
National Convention
Indianapolis, Indiana

Amended January 12, 2016
National Convention
San Antonio, Texas

AMERICAN FOOTBALL COACHES WIVES ASSOCIATION BYLAWS

Amended January 9, 2018
National Convention
Charlotte, North Carolina

Amended January 8, 2019
National Convention
San Antonio, Texas

Amended January 13, 2020
National Convention
Nashville, Tennessee

Amended January 10, 2022
National Convention
San Antonio, Texas

Bylaws of the American Football Coaches Wives Association

Amended and Restated Bylaws

Adopted January 10, 2022

AFCWA National Convention

San Antonio, Texas

Article 1 Name and Purpose

Section 1. General. The name of this organization shall be American Football Coaches Wives Association (the "AFCWA") whose purpose shall be to promote camaraderie, offer support, and provide information to all members.

Section 2. Service Project. The organization may have a service project(s) as determined by a vote of the Board of Directors. Any funds for such service project(s) shall be approved by a two-thirds majority of vote of the Board of Directors.

Article II Membership

Section 1. Eligibility. The membership of AFCWA shall be open to all wives of active, allied (define allied according to AFCA membership), retired, or deceased members of the American Football Coaches Association (individually, a "Member", collectively the "Membership").

Section 2. Dues. Annual dues shall be collected beginning August 1st through July 31st. The amount of the dues shall be determined annually by the Board of Directors at the Directors' Business Meeting.

Section 3. Cancellation and Reinstatement. Individuals may join the AFCWA at any time. Dues received after May 31st will apply to the next fiscal year.

Section 4. Voting Power. Members may vote. Each Member has one vote.

Article III Meetings

Section 1. Time and Place. The annual meeting of the Members of the AFCWA shall take place during the annual AFCA Convention (the "AFCWA General Membership Meeting"). The specific day, time, and place will be set by the President.

Section 2. Quorum. A quorum shall consist of a simple majority of the Members present at the AFCWA General Membership Meeting.

Section 3. Procedure. Except as herein noted, Robert's Rules of Order shall govern all proceedings of the AFCWA.

Article IV Governing Body

Section 1. General. The Board of Directors is the governing body of AFCWA. The Board of Directors shall conduct the affairs of the AFCWA which include: setting the date for annual meetings, setting meeting times and places, making recommendations to the Membership, and performing such other duties as are specified by the Bylaws.

Section 2. Size and Eligibility. The Board of Directors shall consist of a minimum of twelve (12) and a maximum of twenty (20) Members in good standing (each, a "Director"). At the AFCWA General Membership Meeting the Membership may vote to change the number of board members. In addition, the wife of the Executive Director of AFCA and the wife of the current President of AFCA shall be honorary, non-voting members.

Section 3. Voting. Each Director, except for the President, shall have one vote. The President shall only cast a vote in the event of a tie.

Section 4. Election. Directors shall be elected by a majority of the Directors at the Directors' Business Meeting (hereinafter defined). The Nominating Chair/Past President will notify the applicants of the outcome.

Section 5. Term. Term of office on the board shall be five (5) years commencing upon the first Directors' Annual Meeting after the election. The only exception to this rule may be the President, Vice President and Past President, whose terms shall be extended for the time period of such roles. Once a term is completed, a Member must wait two years before reapplying.

Section 6. Resignations and Vacancies. A Director may resign at any time. Should her husband permanently leave the profession for any reason other than retirement or death, her resignation is automatic. Any Director may be removed at any time and for any reason by the affirmative vote of not less than two-thirds (2/3) of the Directors provided that the individual being removed, and the Board shall have been given reasonable notice of not less than ten days prior to the meeting that such action would be considered and shall have an opportunity to be heard at the meeting. If the Board of Directors fall below the minimum standard, The President shall appoint a replacement at the next meeting, otherwise the President shall appoint a replacement at her discretion.

Section 7. Meetings, Quorum and Proxy. The board of directors shall meet at least twice each year: once prior to the annual convention of the AFCWA in order to conduct such business as is before it and for other business as provided in these Bylaws ("Directors' Business Meeting"); and once in conjunction with the General Membership Meeting ("Directors' Annual Meeting"). The board of directors may meet at any other time and from time to time upon notice from the President. Special meetings of the board may be called by the President or by written request of three (3) Directors of the board. Board of Directors meeting(s) may be conducted via telecommunications. A simple majority of the Directors shall constitute a quorum for the transaction of business. Any Director not present at a meeting will be permitted to vote by filing notice of such desire with the President before the meeting and designating who shall hold the proxy.

Section 8. Board of Trustees.

- a. General. The AFCWA shall have a Board of Trustees consisting of all Past Presidents and Founding Mothers. Membership is permanent.
- b. Duties. The Trustees shall serve the Board of Directors in an advisory capacity with no membership on the Board of Directors. The Board of Trustees shall have one (1) collective vote at each and every Board of Directors meeting. The Trustees shall function to provide guidance, insight, and advice to the Board of Directors.
- c. Meetings. Trustees in attendance at the AFCWA National Convention shall elect two trustees as chairpersons. They will chair all Trustee meetings for that year and provide minutes to all Trustees and the AFCWA President.
- d. Miscellaneous. The Trustees shall receive minutes of all the AFCWA Board of Directors meetings.

Section 9. Board Materials. At the Directors' Annual Meeting, each board member, chairperson, or officer shall receive a copy of the Bylaws of the AFCWA, the AFCWA Board of Directors Roles and Responsibility Guidelines, and the AFCWA Board of Directors Code of Conduct.

Section 10. Indemnification. All Directors and Trustees shall be indemnified to the fullest extent permitted by law.

ARTICLE V Committees

Section 1. Ad Hoc Committee Formation. Ad Hoc Committees may be created or abolished as the Board of Directors may from time to time deem necessary to carry on the work of the association. The Vice President shall appoint all committee chairs and committee members.

Section 2. Standing Committees. The Vice President shall appoint all committee chairs and committee members. The following are the standing committees of the Board of Directors:

- a. Convention Committee: The Convention Committee shall oversee hospitality, programs, service, scholarship, and sponsorship. The Convention Committee shall (i) plan and implement all hospitality activities at the AFCWA Annual Convention. They shall have responsibility for the Silent Auction during the annual convention; (ii) plan and implement all programs presented at the AFCWA Annual Convention; (iii) manage any service projects that are approved by the Board of Directors; (iv) seek sponsorship support and gifts to the AFCWA and shall manage approved fundraising activities; (v) shall solicit and evaluate all applications for the AFCWA Donell Teaff Scholarship.
- b. Communications Committee. The Communications Committee shall manage all communications with the members. The Communications Committee shall (i) compile and publish the newsletter twice each year; (ii) maintain a file of all past newsletters; (iii) maintain/revise/update the AFCWA official website; (iv) moderate/manage/revise/update all official social media platforms of the association.

- c. Nominating. The Nominating Committee shall be chaired by the immediate Past President, and its membership shall include the Vice President. The committee shall (i) identify the needs of the board with particular attention to diversity and specific job needs; (ii) solicit applications for open board positions from the membership; (iii) evaluate applications; (iv) prepare a slate of candidates for open board positions.
- d. Historian Committee. The Historian/Photographer Committee shall maintain all historical records of the AFCWA, with exception of the meeting minutes.
- e. Seasoned Wives Chair. The Seasoned Wives Chairperson shall act as a liaison between the Seasoned Wives group and the Board of Directors.

Article VI Officers

Section 1. Eligibility and Election. Any Director who is a Member in good standing shall be eligible to serve as an officer of the Board of Directors.

Section 2. President. The President shall serve as moderator of all board meetings and the AFCWA General Membership Meeting.

Section 3. Vice President. The Vice President shall, when necessary, perform the duties of the President. She shall serve as President-elect. The Vice President shall preside in the absence of the President. The Vice President shall serve as parliamentarian, certifying quorums and enforcing Robert's Rules of Order and these Bylaws.

Section 4. Secretary. The Secretary shall keep an accurate record of all meeting(s).

Section 5. Treasurer. The Treasurer is responsible for all financial endeavors of the AFCWA.

Section 6. Past President. The Past President shall serve as the Nomination Committee Chairperson and assist and advise the President.

Article VII Fiscal Year and Not for Profit Status

Section 1. Fiscal Year. The fiscal year of the organization shall begin on August 1 and end on July 31 in each year.

Section 2. Not-for-Profit Status. The AFCWA is not organized for profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net revenues or assets of the AFCWA shall inure to the benefit of or be distributed upon dissolution to any member, director, trustee or officer or other private person. If the AFCWA is dissolved, the assets shall be dedicated to a public body or conveyed to a nonprofit organization approved by the Directors.

Article VIII Amendments

Section 1. The Bylaws may be amended only after the following:

- a. Submission. All proposed amendment changes must be submitted, in writing, to the Secretary of the Board of Directors. The Secretary will request the President place the proposed changes on the agenda for the next meeting of the Board of Directors.
- b. Review. At the meeting of the Board of Directors the proposed change(s) will be reviewed and discussed. The Board of Directors will issue an opinion on the proposed change(s).
- c. Adoption. The proposed change(s), together with the opinion of the Board of Directors, shall be read/presented at the AFCWA General Membership Meeting. A two-thirds majority of the eligible Members present shall be necessary for the adoption of the said change(s).
- d. Ratification. The Secretary will modify the bylaws with the approved changes and forward to the President. The President will sign a copy and return such to the Secretary. The Secretary will sign and forward signed copies to the Board of Directors and the Board of Trustees.

The signatures herein certify these Bylaws, dated _____, have been approved by the AFCWA Membership and are deemed both fair and necessary for maintenance and proper order in conducting the AFCWA business.

President _____ Date _____

Secretary _____ Date _____