



**The By-Laws of
Twin Cities Paddlesports**



ACA Paddle America Club

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ARTICLE I – NAME AND PURPOSE

Section 1.01 **Name**

The name of the organization shall be “Twin Cities Paddlesports”, which shall be abbreviated as “TCP”. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

The organization must have a valid street address of Minnesota as its registered address

Section 1.02 **Purpose**

TCP is organized exclusively for charitable, educational, and to foster national or international amateur sports competition as specified in Section 501(c)(3) of the Internal Revenue Code.

The purpose of this corporation is to provide community based paddle sports instruction, coaching and racing for participants through

- (A) Programs that introduce youth to the fundamentals of paddling.
- (B) Training programs for young athletes to learn competitive racing.
- (C) Coaching for athletes to complete in national and international competitions.
- (D) Provide local training and racing opportunities to all participants from youth to adults.

ARTICLE II - MEMBERSHIP

Section 2.01 **Voting Members**

The voting members of the corporation shall rest solely in the members of the Board of Directors, who shall have the power and authority to conduct the business and corporation activities of the corporation, as more fully set forth in these Bylaws. Such members shall sometimes be referred to herein as “Board Members” or “Directors”.

Section 2.02 **Associate Members**

The corporation may from time to time, in these Bylaws and elsewhere, refer to various individuals or entities associated with the corporation as “Members”, even though those persons or entities are not voting members as set forth in Section 2.01 of these Bylaws.

Section 2.03 **Eligibility for Membership**

TCP shall consist of members interested in the purpose of this Association. Any person interested in the purposes of this corporation shall be eligible for membership upon request, and on timely payment of such dues, fees and assessments as the Board may fix from time to time.

Section 2.04 **Approval of Membership**

Any person that has met the qualifications for membership under Section 2.03 of these Bylaws may be accepted for membership.

Section 2.05 **Granting of Membership**

Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 2.06 **Dues**

Each member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time to time by the Board. Members that are delinquent in dues and fees shall not be eligible to train, race or use TCP facilities or equipment until brought current or unless an appropriate written petition for extension for good cause is submitted to the Treasurer of the Corporation for consideration and approval.

Section 2.07 **Good Standing**

A Member that is in good standing is one that:

- (A) Has paid the required dues, fees and assessments as fixed by the Board from time to time and in accordance with these Bylaws;
- (B) Has adhered to the all membership requirements as defined by TCP membership policy.

A Member in good standing is afforded all rights and privileges that are delineated in the Articles of Incorporation, the Bylaws and as may from time to time be determined by the current Board of Directors.

Section 2.08 **Inactive Members**

An Inactive Member is one that:

- (A) Has not paid the required dues, fees and assessments as fixed by the Board
- (B) Or has voluntarily gone inactive by notifying the Treasurer of TCP.

Section 2.09 **Reinstatement to Good Standing**

If a paddler/member wishes to be reinstated in good standing they must satisfy the membership requirements as stated in Section 2.07 of these Bylaws.

Section 2.10 **Resignation**

An individual's Membership shall be terminated on the occurrence of any of the following events:

- (A) Resignation of the Member, on reasonable notice to TCP;
- (B) Expiration of the membership, unless the membership is renewed on the renewal terms fixed by the Board or as set forth in these Bylaws;
- (C) Failure of the member to pay dues, fees, or assessments as set by the Board within 30 days after they have become due and payable; failure to maintain ACA Membership.
- (D) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (E) Termination based on the good faith determination of the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the TCP, or has engaged in conduct material and seriously prejudicial to the purpose and interest of the TCP.

Section 2.11 **Suspension and Expulsion**

A member may be suspended pursuant to Section 2.13 of these Bylaws, based upon the good faith determination of the Board, or a committee or person authorized by the Board to make such a determination, that the person has failed in a material and serious degree to observe the rules of conduct for the corporation, or has engaged in conduct material and seriously prejudicial to the purpose and interest of the corporation.

A person whose membership is suspended shall not exercise membership rights during the period of suspension. A person who has been suspended who is a member may not race or train or use TCP equipment or facilities during the period of his or her suspension.

Section 2.12 **Temporary suspension of Membership pending Hearing**

Pending the outcome of the procedures described in Section 2.13 of these Bylaws, a member may be summarily suspended (Interim Suspension), based upon a good faith determination of the Board, or a committee or person authorized by the Board to make such a determination, that the person has failed in a material and serious degree to observe the Corporation rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purpose in the interest of the Corporation.

Section 2.13 **Procedure for Expulsion or Suspension**

If grounds appear to exist for the expulsion or suspension of a member, the procedure set forth below shall be followed:

- (A) The Member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class, return receipt requested, to the person or Member's last address as shown on the corporation's records.
- (B) The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension.

- (C) The hearing shall be held, or written statement considered, by the Board or by a committee or person authorized by the Board to determine whether expulsion or suspension should take place.
- (D) Following the hearing, the Board of Directors shall decide whether the person should in fact be suspended, expelled, sanctioned or disciplined in some other way. The decision of the Board, committee, or person shall be final.
- (E) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of expulsion, suspension, or termination.

ARTICLE III - BOARD OF DIRECTORS

Section 3.01 Board Role, Size, and Compensation

Subject to the provisions and limitations of the Minnesota Nonprofit Corporation Act and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

The board receives no compensation other than reasonable expenses.

Section 3.02 Specific Powers

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board Members shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (A) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefore which are not inconsistent with law, the Articles, or these Bylaws, as they may deem appropriate.
- (B) To prescribe powers and duties for all officers, agents, and employees as may not be inconsistent with law, with the Articles of Incorporation and with these Bylaws, fix their compensation, and require from them security for faithful performance of their duties.
- (C) Establish classes of membership, and a corresponding fee schedule for membership dues.
- (D) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate.
- (E) To borrow money, incur indebtedness, or make purchases for the purposes of the corporation.
- (F) To adopt, amend, or repeal the articles of incorporation or Bylaws of this corporation.
- (G) To hire coaches and support staff as deemed necessary by the Board to further the goals of TCP.

Section 3.03 Number, Selection and Description of Directors and Restrictions on Directors

The number of Directors of this corporation shall be an odd number and include at least 3 members. The Board shall be selected as follows:

- (A) Initial Directors
The initial Board members shall be elected by the incorporator name in the corporation's Articles of Incorporation.
- (B) Subsequent Directors
At the expiration or earlier termination of the terms of office of the initial Directors, their successors shall be chosen by a majority vote of the members of the Board then in office, or by a sole remaining Director.
- (C) Description Board Members.
The Board of Directors shall be composed of not less than 3 or more than 7 members. At all times the Board of Directors shall consist of not less than the members of the Executive Committee.

Section 3.04 Election and Term of Directors

During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during the annual meeting of the directors, called in accordance with the provisions of these bylaws.

Each director shall serve until the next annual meeting; however, if any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any special member's meeting elected to fill a vacancy or elected at a special member's meeting, held for that purpose.

Each Director, including a Director elected to fill a vacancy or elected at a special member's meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 3.05 **Vacancies of the Board of Directors**

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 3.06 **Resignations**

Except as provided in this section below, any Director may resign effective upon giving written notice to the President or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Except on notice to the Minnesota Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 3.07 **Filling Vacancies**

Any vacancy or vacancies on the Board shall be filled by a majority vote of the remaining Director's or by a sole remaining Director. Directors elected to fill such vacancies shall serve until the end of the expiration of the term of the replaced Director regardless of the length of time remaining in the term of the vacating director.

Section 3.08 **No Vacancy on Reduction of Number of Directors**

No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

Section 3.09 **Place of Meeting of the Board of Director**

Meetings of the Board shall be held at a place as has been designated by the Board. Any meeting may be held by conference telephone, by web communication or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 3.10 **Annual Meeting of the Board of Directors**

The Board shall hold an annual board meeting for the purpose of election of officers and board of directors, amendment or repeal of Bylaws, amendment or repeal of Team rules, and any other proper business that may need to be transacted. Notice of the annual meeting shall be made so as to provide two weeks advance notice to all board members.

Section 3.11 **Regular Meetings of the Board of Directors**

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate from time to time throughout the year. Said meetings may be called by Directors and notice of such meetings shall be given by the Corporate Secretary to all Board members at least 2 weeks in advance of the meeting date.

Section 3.12 **Special Meetings of the Board of Directors**

- (A) **Authority to Call.**
Special meetings of the Board for any purpose may be called at any time by the President, Secretary or any 2 Board of Directors.
- (B) **Manner of Giving Notice.**
Notice of the time and place of special meetings shall be given to each Director by one of the following methods.
 - a) By personal delivery of written notice;
 - b) By first-class mail, postage pre-paid;
 - c) By electronic mail.

All such notices shall be given or sent to the Director's postal address, e-mail address, or telephone number as shown on the records of the corporation.

- (A) **Time Requirements for Notice.**
Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices by personal delivery, or electronic mail shall be given at least forty-eight (48) hours before the time set for the meeting.
- (B) **Notice Contents.**
The notice of a special meeting must contain a statement of the purposes of the meeting. The notice may also contain other information required by the articles or bylaws or considered necessary or desirable by the board or by another person calling the meeting. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

Section 3.13 **Quorum, Board of Directors**

A quorum shall consist of a majority of at least 3 voting Members as described in, Section 2.01 of these Bylaws. The quorum shall make decisions by a majority of the quorum unless otherwise stipulated in those certain sections or involving those certain actions in which more than a majority of the quorum is specifically required.

Section 3.14 **Voting and Manner of Casting Votes**

- (A) **Eligibility to Vote.**
The voting of the corporation shall rest solely in the members of the Board of Directors, who shall have the power and authority to conduct the business and corporation activities of the corporation, as more fully set forth in these Bylaws.
- (B) **Manner of Casting Votes.**
Voting may be by voice or ballot unless a board member specifically calls for a ballot vote on an item before the voting begins.
- (C) **Voting.**
Each board member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the Board. Cumulative voting shall not be permitted.
- (D) **Approval by Majority Vote.**
If a quorum is present, the affirmative vote of a majority at the meeting entitled to vote shall be the act of the Board of Directors, unless the vote of a greater number, or voting by classes, is required by the Bylaws or by the Articles of Incorporation.

(E) Proxies.

There shall be no voting by proxy on any corporate business by any member of the Board of Directors at any time.

(F) Conflict of Interest.

Any officer who may have a material interest in a decision before the board shall recuse themselves from all aspects of the decision except as required to provide facts or other relevant information. This includes decisions which may directly impact their children. Examples may include items such as trip funding, or disciplinary decisions.

Section 3.15 **Waiver of Notice**

Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting.

All such waivers, consents and approvals shall be filed with the corporation records or made a part of the minutes of the meetings. Notice of a meeting need not be given any Director who attends the meeting without protesting before or at its commencement, the lack of notice to such Director.

Section 3.16 **Action without a Meeting**

(A) Action by Unanimous Written Consent. Any action required or permitted to be taken by the board may be taken without a meeting, if a quorum of members of the board, individually or collectively consent in writing to the action. The written consent or consents shall be filed in the corporate minute book. Any actions taken by written consent shall have the same force and effect as the unanimous vote of the members.

(B) Action by Written Ballot without a Meeting. Any action that may be taken at any meeting of the board may be taken without a meeting by written ballot complying with the requirements of the Corporations Code.

Section 3.17 **Adjournment**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

ARTICLE IV - OFFICERS

Section 4.01 **Officers and Duties**

The officers of the Corporation shall at a minimum include a President, Secretary, Treasurer.

Section 4.02 **Election of Officers**

The Officers shall be elected by the Board at the annual meeting of the Corporation for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal.

Section 4.03 **Removal of Officers**

Without prejudice to any rights of an officer or employee under any contract of employment, any officer or employee may be removed with or without cause by the Board, or, except in the case of any officer chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section 4.04 **Resignation of Officers**

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05 **Vacancies**

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 4.06 **Resignation, Termination, and Absences**

Except as provided in this section below, any Director may resign effective upon giving written notice to the President or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Except on notice to the Minnesota Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

ARTICLE V - DIRECTORS AND STAFF

Section 5.01 **President**

Subject to the control and supervision of the Board, the President shall be the Chief Executive Officer of the Corporation and shall generally direct the activities and affairs of the officers of the Corporation. The President shall preside at all meetings of the Board and shall chair the executive committee. The President has the general powers and duties of management usually vested in the office of the president and general manager of a corporation and such other powers and duties as may be prescribed by the Board or these Bylaws. The President shall vote only in case of a tie on any item of action presented to the Board of Directors for a vote.

Section 5.02 **Secretary**

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member.

The Secretary maintains the corporation's calendar for meetings, events and actions of the board and committees, files tax documents to maintain non-profit and tax-exempt status.

The Secretary oversees the corporate record, which includes among other documents, Articles of Incorporation and By-Laws, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 5.03 **Treasurer**

The Treasurer shall make a report at each board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

The Treasurer shall cause the books of TCP to be kept in accordance with good accounting practices and prepare periodic financial reports as directed by the Board of Directors to include an annual report with actual expenditures comparing this year's budget with the previous budget and with projections if possible for expenses for the next year and shall submit them to the Board of Directors for its examination upon request.

The Treasurer shall cause all moneys and other valuable effects of TCP to be deposited in the name of or to the credit of TCP in such depositories as may be designated by the Board of Directors and shall cause the funds of TCP to be disbursed as ordered by the Board of Directors and shall perform all other duties incident to the office of the Treasurer.

Section 5.04 **Communications**

The Communications Director shall be responsible for regular communication to members and to people and agencies outside of club through different channels (e.g. social media, new outlets, park and rec community email blasts, etc.) and perform such other duties as the Board or the Bylaws may prescribe.

Section 5.05 **Athletics**

The Athletic Director is responsible for developing and implementing Twin Cities Paddlesports operational programs--including, but not limited to, paddling classes, racing programs, educational programs, athlete and coach development, and the purchasing of equipment to operate these programs. The Athletic Director shall propose an Annual Program and Budget to the Board in the last quarter each year. Upon approval, the Athletic Director will have the autonomy to operate through the year to fulfill the program goals. If opportunities arise outside of the Annual Program and Budget the Athletic Director shall seek input from the

Board and gain approval for any changes. In addition, the Athletic Director shall be responsible for selecting competitions, maintaining relations to the national governing body for Olympic Style Sprint Kayaking and Canoeing, as well as to other paddling organizations and clubs and perform such other duties as the Board or the Bylaws may prescribe.

ARTICLE VI - COMMITTEES

Section 6.01 Appointment

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, to serve at the pleasure of the Board. Appointments to committees may be by majority vote of the Directors then in office or by the Committee Chairperson. The Board may appoint one or more Directors as alternate members of any such committee, who may replace an absent committee member at any meeting.

The Board shall select a chairperson for each committee subject to the approval of the Board Members eligible to vote. Committees shall operate under the direction of the Board and in conformance with the purposes of the corporation. Unless otherwise stated, committee members shall serve one-year terms, but may serve any number of consecutive terms.

Section 6.02 Executive Committee

The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 6.03 Safety Committee

The Safety Committee is responsible for establishing and reviewing rules of operation and conduct regarding all aspects of club activities involving safety, liability and compliance, including, but not limited to:

- (A) On-and Off-Water Activities
- (B) Equipment
- (C) Events
- (D) Travel, Races and Regattas

Section 6.04 Finance Committee

The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, assets and reviewing the annual budget with staff and other board members.

The board shall approve the annual budget. Expenditures within the budget do not require separate approval. Extraordinary expenses or any change in the budget must be approved by the board or the Executive Committee.

Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The books of account shall at all times be open to inspection by any director.

Section 6.05 Powers

All committees appointed in accordance with Section 6.01 and all standing committees set forth in these Bylaws, to the extent provided by these Bylaws and in any resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (A) Fill vacancies on the Board or in any committee which has the authority of the Board;
- (B) Establish or fix compensation of the Directors for serving on the Board or on any committee;
- (C) Amend or repeal Bylaws or adopt new Bylaws;
- (D) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repeal able;
- (E) Appoint any other committee of the Board or the members of these committees;
- (F) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest and any other self-dealing transaction.

ARTICLE VII – FISCAL MANAGEMENT

Section 7.01 Fiscal Policies

- (A) All funds received by the Corporation shall be credited to the organization and placed in depositories approved by the Board of Directors.
- (B) Checks shall be issued for obligations owed by the organization only when they are within the provisions the budget adopted by the Board of Directors.
- (C) The Board of Directors shall authorize, at its discretion, the bonding of officers and staff having access to funds of the organization.
- (D) The accounts of the organization shall be audited by a competent person after the close of the fiscal year or in accordance with the requirements of funding and these Bylaws.
- (E) The income and property of the organization shall be devoted exclusively to the purpose of the program as set out in the Articles of Incorporation and Bylaws.
- (F) A financial report will be prepared by the Treasurer and presented to the Executive Committee and Regular Board members at the regularly scheduled Board meeting.
- (G) No member may sell; use any material, trademarks, documents, products, etc., unless authorized by the President of the Board of Directors.
- (H) No member may authorize or obligate the organization for any services or monetary compensation without the expressed written consent of the President or Board of Directors.
- (I) The Board of Directors shall authorize a minimum of two (2) signatures on all bank accounts and draw up a resolution reflecting such signers from any two of the following officers: President, Treasurer, Public Relations, Athletics and Secretary.
- (J) Any checks for reimbursements to the treasurer shall be reviewed by the board and signed by a board member other than the treasurer.

ARTICLE VIII - OTHER PROVISIONS

Section 8.01 **Conduct and Discipline**

The personal conduct of members belonging to this organization shall be above reproach at all times. Any such person who by his personal conduct shall directly reflect upon or discredit or harm this organization shall be subject to appropriate action as may be deemed necessary by this organization and/or pursuant to Section 2.11 of these Bylaws.

Section 8.02 **Accounting Records and Minutes**

On written demand on the corporation, any board member may inspect copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member.

Section 8.03 **Inspection of Article and Bylaws**

The original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by the board members at all reasonable times. Upon the written request of any member furnish to that board member a copy of the Articles or Bylaws as amended to date.

Section 8.04 **Endorsement of Documents, Contracts**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President or any Vice President, and the Secretary, and Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 8.05 **Insurance**

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this Article VIII.

ARTICLE IX - FISCAL YEAR

The fiscal year of this corporation shall begin on January 1 and end on December 31.

ARTICLE X - AMENDMENTS

Section 10.01 Revisions and Amendments

The Bylaws may be amended or repealed at any meeting of the Board of Directors, where a quorum is present and by a majority vote of the Board of Directors present at the meeting.

The Corporate Secretary shall provide copies of all approved amendments to the Bylaws to each Director prior to the meeting.

ARTICLE XI – DEDICATION OF ASSETS

Section 11.01 Dedication of Assets

The properties and assets of this non-profit Corporation are irrevocably dedicated to charitable, community, benevolent, youth and educational purposes. No part of the net earning properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable, benevolent, community and educational purposes, which has established its tax-exempt status under Internal Revenue Code Section 501(c)3.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on **November 15, 2017.**

Secretary _____ **Date** _____