

CROFTON ATHLETIC COUNCIL, INC.

BYLAWS, AS AMENDED MAY 2010

ARTICLE I - NAME AND STATEMENT OF PURPOSE

Section 1 - The name of this organization shall be the Crofton Athletic Council, Incorporated (hereinafter "Council").

Section 2 - The Council is a non-profit organization dedicated to serving the youth in the community by fostering in them the principle of fair play, good sportsmanship, competitive spirit, tolerance and friendship. The purpose of the organization will be to achieve these goals by offering opportunity, participation and competition by providing to the extent possible, (a) Instructional Programs, (b) Intramural Sports, (c) County Sports, and (d) all related activities.

ARTICLE II - DEFINITIONS AND MEMBERSHIP

Section 1 - For the purpose of these By-laws, the following definitions shall apply:

(a) "adult member" means age 18 or over who is a member of the council.

(b) "Board" means the Board of Directors of the Council.

(c) "Community" means Crofton, Maryland, and includes all families residing within boundaries essentially delineated by the boundaries of the Crofton Small Area Planning Committee of 1998, with slight variations to follow existing physical periphery, defined as follows:

BEGINNING AT ROBERT CRAIN HIGHWAY AND THE ANNE ARUNDEL COUNTY LINE; TRAVELING NORTHWARD ALONG THE LITTLE PATUXENT RIVER TO CONWAY ROAD; SOUTHWEST TO ROBERT CRAIN HIGHWAY; NORTHEAST ALONG ROBERT CRAIN HIGHWAY TO SAINT STEPHENS CHURCH ROAD; GENERALLY SOUTHEAST ALONG SAINT STEPHENS CHURCH ROAD TO DEFENSE HIGHWAY; RUTLAND ROAD UNTILL IT PASSES UNDER JOHN HANSON HIGHWAY; AND FOLLOWING JOHN HANSON HIGHWAY UNTILL IT PASSES OVER THE LITTLE PATUXENT RIVER WITH SAID RIVER RETURNING TO THE POINT OF ORIGIN.

(d) "County Sports" means those athletic activities which offer intra and inter-county schedules and which emphasize competition.

(e) "Instructional Program" means an athletic activity in the form of a clinic designed to teach fundamentals of a given sport.

(f) "Intramural Sports" means those athletic activities which are limited to, and conducted within, the community and which emphasize participation.

(g) "Program Commissioner" means an Adult Member of the Council appointed to oversee an authorized Council activity.

(h) "Youth" means any boy or girl whose household is eligible to participate in Council programs by reason of membership in the Council.

Section 2 - A member in good standing of the Council is one who meets the requirements of one of the following forms of membership and, thereafter, is entitled to enjoy the rights and privileges of such form of membership:

(a) Family Membership is granted to a household in the Community when its yearly assessed dues are paid, which payment entitles the parents of the household to vote on Council matters and to have their children participate in Council activities; provided, however, that the President, in consultation with the Board, may excuse such payment for a household in need by granting a Waiver.

(b) Individual Membership is granted to any person, 18 years of age or older, residing in the Community who pays yearly assessed dues equal to one-half of the family assessment, which payment entitles such member to vote on Council matters.

(c) Associate Membership is granted to an individual who, or business organization which, contributes financially to the Council an amount at least equivalent to the qualifying minimum set by the Board each year; provided, that such membership does not entitle such donor to vote on Council matters.

(d) Honorary Membership is extended to an individual who furthers the success and growth of the Council; provided, that such membership does not entitle such honoree to vote on Council matters.

Section 3 - In addition to any other authority it may have to affect membership, the Board by a two-thirds majority of its voting directors:

(a) May withdraw or suspend any membership, and the rights and privileges thereof, if it determines that such member refuses to assist in or support in the achievement of the purposes of the Council, or whose continued association with the Council would be detrimental to its purposes;

(b) May waive the residency requirements for Family Membership to accommodate the needs of youths in neighboring communities; provided, that households so accommodated shall not be entitled to vote on Council matters.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - The Board shall be the governing body of the Council and the final authority on all matters under Council jurisdiction, and shall establish and implement Council policy, review and approve all budgets, establish membership dues and registration fees, review and approve all Council activities, take counsel with the committees, discipline Council members, and perform as appropriate such other related functions authorized in or required by there Bylaws and the Articles of Incorporation.

Section 2 - The Board shall be composed of 13 members - ten at-large directors, one secretary, one treasurer, and one registrar - all of whom shall be Adult Members in good standing, and shall have been active in at least one phase of council activities, selected in the manner and for the terms indicated:

- (a) At-large Directors shall be elected by the voting membership of the Council for three-year terms;
- (b) The Secretary shall be elected by the voting membership of Council for a one-year term;
- (c) The treasurer shall be elected for a one-year term by a simple majority of the Board as soon as practicable after the annual Board elections;
- (d) The Registrar shall be elected for a one-year term by a simple majority of the Board as soon as practicable after the annual Board elections.

Section 3 - The terms of office of one-third of the at-large Directors and the Secretary shall begin at the next regular Board meeting following the general membership meeting of the Council in which they were elected. A general membership meeting will be held each year in the month of May for the purpose of elections.

Section 4 - The Board shall elect by a simple majority a member in good standing to fill any vacancy on the Board on a temporary basis until the next annual meeting of the Council at which the voting membership shall fill, by election, the unexpired term of said vacancy.

Section 5 - The Board shall meet at least once each calendar quarter, and at other times deemed necessary by the President.

Section 6 - Any Director shall have the right, upon reasonable request, to be notified of and to attend the meetings of any Committee of the Board.

Section 7 - A Board member may be removed from the Board and his or her duties, for four consecutive absences from Board meetings if a majority of the board votes for such removal. A Board member shall be removed for cause upon the vote of nine members of the Board. Cause shall include acts of dishonesty, misfeasance, malfeasance, and a course of conduct of disruption of the meetings or progress of the Board or Council. Such decision for removal shall be final and shall be effective for the remainder of the removed members term unless such removed member is reinstated by the vote of seven Board members.

ARTICLE IV - OFFICERS OF THE BOARD OF DIRECTORS

Section 1 - Officers of the Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and Registrar.

Section 2 - The President shall be elected from the Directors at-large by the majority of the Board; the Vice President shall be appointed from the Directors at-large by the President, subject to the approval of the majority of the Board.

Section 3 - The term of office of all Officers shall be for one year and they may succeed themselves.

Section 4 - The duties of the Officers are as follows:

(a) The President shall schedule and conduct the Board and general membership meeting, ensure adequate notice for such meetings, serve as Board and Council spokesperson, maintain harmonious relations with the public, enforce decisions of the Board, provide leadership in the controlled growth and development of the Council, prepare and submit the annual budget for Board approval by December 1st, and appoint Committee Chairpersons and Program Commissioners. Where appropriate the President may delegate his or her duties as long as he or she maintains oversight and ultimate responsibility.

(b) The Vice President shall perform the duties of the President in the absence of the President.

(c) The Secretary shall maintain all Council and Board records and files; record the minutes to Directors as soon as practicable after each

meeting and sit as Chairperson of the Communications Committee.

(d) The Treasurer shall; receive and deposit all of the funds of the Council; develop and maintain an appropriate accounting system for such funds; maintain a file of all documents supporting the financial transactions of the Council; prepare a financial statement for presentation to the Council at the annual general membership meeting and such other periodic reports as are necessary to inform the Board of the Council's financial status; and sit as Chairperson of the Ways and Means Committee.

(e) The Registrar shall maintain a current file of members of the Council and fees paid; conduct registration, collect annual fees due and report to the Treasurer and the Board. When called upon, the Registrar will verify "members in good standing".

ARTICLE V - MEETING OF THE BOARD

Section 1 - The Board shall adopt its annual operating budget by December 15th for the upcoming year. The annual operating budget consists of all budget items which are not a part of an individual sports budget. The specific sports budgets must be submitted and approved as follows:

1. Spring sports commissioners are required to submit a budget for approval no later than December 1st for the upcoming year, to be approved by the Board no later than December 15th, for the upcoming calendar year.
1. Fall sports commissioners are required to submit a budget for approval no later than March 1st, to be approved by the Board no later than March 15th.
1. Winter sports commissioners are required to submit a budget for approval no later than May 1st, to be approved by the Board no later than May 15th.
2. **Section 2**
 - A simple majority of the Board shall constitute the quorum necessary to conduct business.

Section 3 - The President, or when necessary the Vice President, shall serve as Chairman, shall have the privilege of the floor, and shall otherwise conduct and guide the meetings; provided, that when necessary, in the absence of the Vice President, the President may appoint a Director to conduct any meeting of the Board.

Section 4 - The Chairman shall propose an agenda; if approved by the Board, said agenda shall control the meeting and no additional item of business may be introduced, without approval of the Chairman.

Section 5 - At each meeting, to the extent possible, the board shall review and approve the minutes of the last meeting, receive the Treasurer's report, and consider any items of old business, committee reports and items of new business; provided that items of new business shall be referred to the appropriate committee to study and report out, unless a majority of the Board deems it necessary to undertake immediate consideration of such item.

Section 6 - Each Director is entitled to one vote on matters before the Board, except that the President, or Chairman serving the President's absence, shall be entitled only to cast a tie-breaking vote.

Section 7 - A Board meeting, or its deliberation of an issue, shall be limited to Directors only, if requested by any two Directors, or may be so limited at the discretion of the President.

ARTICLE VI - MEETINGS OF THE COUNCIL

Section 1 - An annual general membership meeting of the Council shall be held in May. **Sixty** voting members shall constitute the quorum necessary to conduct business.

Section 2 - Other meetings of the Council may be called by the President, and the President shall schedule and conduct additional meetings of the Council when demanded by a majority of the Board or by a petition of **at least ten percent** of the members of the Council. **Ten percent of the** voting members shall constitute the quorum necessary to conduct business at such meetings.

Section 3 - At the annual general membership meeting, the Council shall fill, by *vote*, the vacancies occasioned by the expiration of the term of office of members of the Board, except the Treasurer and Registrar.

Section 4 - Vacancies temporarily filled by Board election since the preceding general membership meeting shall be subject to a concurring vote by the Council at the next annual meeting.

ARTICLE VII - COMMITTEES

Section 1 - The following shall be standing Committees which shall be responsible to the board of the performance of the following functions:

(a) The Ways and Means Committee shall prepare for the President a proposed annual budget for Council activities. Membership shall consist of the board Liaisons for all sport programs.

(b) The Facilities Committee shall acquire facilities necessary for Council activities and schedule the use of and ensure the proper maintenance of such facilities.

(c) The Communications Committee shall publicize Council activities, provide for the informational needs of the Board and Council, and perform administrative support activities for the Board.

(d) The Technical Advisory Committee shall provide resource material from Commissioner to Commissioner.

(e) The Fund-Raising Committee shall present and monitor for the current Board approval any fund-raising activity of the Council.

(f) The Nominating Committee shall seek at least one qualified applicant for election to each position to be filled by the Council at its annual general membership meeting. All applications must be received by the Nominating Committee no later than 30 days prior to the election.

Section 2 - The President shall appoint a chairperson for each of the standing Committees who, with the consent of the President, shall appoint from the adult membership of the Council the number of members deemed necessary to perform the duties of the Committee.

Section 3 - The Board may create such special committees as are needed to conduct the affairs of the Council, to which committees as are needed to conduct the affairs of the Council, to which committees the following shall apply:

(a) The Board may appoint the membership of special committees, or may delegate part or all of its appointment authority to the President.

(b) The tenure of Special committees shall not exceed that of the appointing Board.

Section 4 - The committee chairperson shall establish the procedures which shall govern the course of committee business; provided that any committee member shall have the right to submit to the Board a minority report on any committee matter.

ARTICLE VIII - PROGRAM ADMINISTRATION

Section 1 - The President shall appoint a Program Commissioner, with approval of the Board, to administer each authorized Council activity, and the President may remove or reappoint, with approval of the Board, any such Commissioner.

Section 2 - A Program Commissioner shall appoint deputies and assistants; appoint coaches; submit a proposed budget to the Ways and Means Committee; assist the Registrar in the registration of participants in the program; organize and administer activities, including board approved fund-raisers, in a manner designed to achieve the objectives of the program and the Council; and shall be responsible for the procurement and control of uniforms and equipment.

ARTICLE IX - POLICIES, PROCEDURES AND RECORDS

Section 1 - The Board shall establish a policy and procedures which shall govern the appointment, tenure, removal and conduct of all coaches involved in Council activities.

Section 2 - The Board shall establish a policy and procedures which shall provide for and govern the resolution of complaints and grievances free members of the Council in an equitable and expeditious manner, and which shall provide for notice to all members of the Board of all complaints and grievances filed. The Board shall publish such procedures at least once a year in The Cardinal newsletter.

Section 3 - The Board shall establish policies and procedures in such other subject areas as it deems necessary.

Section 4 - The Board shall provide for and the Secretary shall maintain a system of records which shall contain a comprehensive, understandable and accessible codification of all actions undertaken by the Board and Council, all policies, procedures and resolutions adopted, such other documents and information which are related to Council activities, and the name and address of members of the Board.

Section 5 - All records of the Board and Council activities are the property of the Council, and any voting member of the Council shall have the right, upon reasonable notice, to access and copy of any such records or request a copy be made at the expense of the voting member. Records shall remain in the physical possession of the Board.

Section 6 - Board policies and procedures adopted under this Article shall remain in effect unless and until amended subsequently by the Board.

ARTICLE X - FUNDS

Section 1 - Council funds shall be deposited by the Treasurer in a banking institution in an account or accounts approved by the Board.

Section 2 - Disbursement of Council funds shall be accomplished by checks signed by the Treasurer and/or the President.

Section 3 - In the event that the persons designated to make deposits and disburse Council funds under these By-laws are unable to perform those functions, the Board shall designate another Board Member to perform those functions for a period of time designated by the Board.

Section 4 - All persons authorized under these By-laws to disburse Council funds shall give bond to the Council in amount set by the Board and paid for by the Council.

Section 5 - The financial accounts and records of the Council shall be open to inspection by the President, the Board, and any authorized auditor.

Section 6 - The financial accounts and records of the Council shall be audited at least once a year. The auditors shall be named by the Board and paid by the Athletic Council.

Section 7 - No fund-raising activity shall be undertaken without prior approval of the Board:

(a) All proposals to conduct fund-raising activities, or to otherwise acquire funds for the benefit of the Council, shall be submitted to and considered by the Board, in consultation with the Chairman of the Fund-raising, and the Chairman of the Ways and Means Committees.

(b) Unless otherwise specifically authorized by the Board, whoever collects or receives funds in the name of, or for the benefit of, the Council shall give said funds to the Treasurer who shall make deposits pursuant to Section 1 of this Article, and who shall provide periodic reports of such deposits to the Board and appropriate committees. All such funds can only be expended by the approval of the Board.

ARTICLE XI - AMENDMENTS

Section 1 - By-laws may be amended by the Council at any general membership meeting at which is a duly constituted quorum, and shall become effective immediately upon a favorable two-thirds majority vote.

Section 2 - Proposals to amend all or part of these By-laws may be made by the Board or by written petition of at least **ten percent** of the voting members of the Council, and must be conveyed to the Secretary who shall ensure that the President is notified of any such proposal.

Section 3 - The President shall call a general membership meeting to be held within two months of receipt of such notice from the Secretary; provided, that in the absence of the President, the Vice President shall be so notified.

Section 4 - The Secretary shall distribute a copy of any such proposal to amend By-laws to each of the voting members of the Council at least thirty days prior to the general membership meeting at which such proposals are to be taken up.

ARTICLE XII - RULES OF ORDER

Section 1 - Except where otherwise provided in these Bylaws, a simple majority of voting members present shall determine all questions before the membership in meetings of the Board or Council.

Section 2 - "Roberts Rules of Order shall control all parliamentary procedures not otherwise provided for in these By-laws. The President shall have the discretion to appoint a Council member as parliamentarian to assist in the conduct of any Board or Council meetings.

ARTICLE XIII - DISTRIBUTION OF ASSETS

Section 1 - No member of the Council shall have, as an individual, any interest in or title to the assets of the Council.

Section 2 - In the event of dissolution or other termination of the Council, all assets shall be assigned to an institution selected by Council members that qualifies for tax exemption under applicable sections of the United States Revenue Code.