

CROFTON ATHLETIC COUNCIL, INC.  
BYLAWS, AS AMENDED DECEMBER 2013

ARTICLE 1 - NAME AND STATEMENT OF PURPOSE

1. The name of this organization will be the Crofton Athletic Council, Incorporated (hereinafter "Council").
2. The Council is a 501(c)(3) 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 instructing the youth and offering opportunities for participation in youth sports.

ARTICLE II - DEFINITIONS AND MEMBERSHIP

1. For the purpose of these By-laws, the following definitions will 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 other areas in Anne Arundel County.
  - d. "Semi-independent sport" means sports that operate under the Council's registration and membership rules but are able, with the Board's approval, to provide operational oversight of the specific sport
  - e. "Program Commissioner" means an Adult Member of the Council appointed to oversee an authorized Council activity. Alternatively, it may mean a group of individuals serving a semi-independent sport.
  - f. "Youth" means any boy or girl whose household is eligible to participate in Council programs by reason of membership in the Council or through a waiver.
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 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. The President, in consultation with the Board, may excuse payment of yearly assessed dues for a household in need by granting a waiver.
  - b. 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; such membership does not, however, entitle such member to vote on Council matters.
  - c. Honorary Membership is extended to an individual who furthers the success and growth of the Council; such membership does not, however, entitle such member to vote on Council matters.

ARTICLE III -BOARD OF DIRECTORS

1. The Board will be the governing body of the Council and the final authority on all administrative matters under Council jurisdiction, establish and implement Council policy, review and approve budgets, establish membership dues and registration fees. The Board's delegation of operational oversight may only be delegated to semi-independent sports.
2. The Board will be composed of 13 elected members - twelve at-large Directors and one Secretary.

- a. At-large Directors will be elected by the voting membership of the Council for three-year terms;
  - b. The Secretary will be elected by the voting membership of Council for a one-year term;
  - c. A President, Vice President, Treasurer, and Registrar will be elected for a one-year term by a simple majority of the Board as soon as practicable after the annual Board elections;
3. The terms of office of one-third of the at-large Directors and the Secretary will 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.
4. The Board may 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 will fill, by election, the unexpired term of said vacancy.
5. The Board will meet at least once each calendar quarter, and at other times deemed necessary by the President.
6. Any Director will have the right, upon reasonable request, to be notified of and to attend the meetings of any Committee of the Board.
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 will be removed for cause upon the vote of nine members of the Board. Cause will 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 will be final and will be effective for the remainder of the removed member's term unless such removed member is reinstated by the vote of seven Board members.
8. The Council will indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law, any Board member who is made or threatened to be made a party to, or who is otherwise involved in, any civil, criminal or administrative action, suit, proceeding or claim arising from or in any way related to the member's service to the Council. The Council's obligations under this paragraph will apply to any liability, loss or expenses, including attorneys' fees.

#### ARTICLE IV - OFFICERS OF THE BOARD OF DIRECTORS

1. Officers of the Board of Directors will consist of the President, Vice President, Secretary, Treasurer, and Registrar.
2. The duties of the Officers are as follows:
  - a. The President will 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, and enforce decisions of the Board. 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 will perform the duties of the President in the absence of the President.
  - c. The Secretary will maintain all Council and Board records and files; record the minutes to Directors as soon as practicable after each meeting.
  - d. The Treasurer will maintain oversight of all Council financial matters.
  - e. The Registrar will maintain a current record of members of the Council and fees paid.

#### ARTICLE V - MEETING OF THE BOARD

1. The Board will 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.
2. A simple majority of the Board will constitute the quorum necessary to conduct business.
3. The President, or when necessary the Vice President, will serve as Chairman, will have the privilege of the floor, and will otherwise conduct and guide the meetings.
4. The Chairman will propose an agenda; if approved by the Board, said agenda will control the meeting and no additional item of business may be introduced, without approval of the Chairman.
5. At each meeting, to the extent possible, the board will review and approve the minutes of the last meeting, consider any items of old business, and items of new business.
6. Each Board member is entitled to one vote on matters before the Board, except that the President, or Chairman serving the President's absence, will be entitled to cast a tie-breaking vote.
7. A Board meeting, or its deliberation of an issue, will be limited to Board members only, if requested by any two Directors, or may be so limited at the discretion of the President.

#### ARTICLE VI - MEETINGS OF THE COUNCIL

1. An annual general membership meeting of the Council will be held in May. Sixty voting members will constitute the quorum necessary to conduct business.
2. Other meetings of the Council may be called by the President, and the President will 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.
3. At the May annual general membership meeting, the Council will fill, by vote, the vacancies occasioned by the expiration of the term of office of members of the Board.
4. Vacancies temporarily filled by Board election since the preceding general membership meeting will be subject to a concurring vote by the Council at the next annual meeting.

#### ARTICLE VII – COMMITTEES

1. The following will be standing Committees which will be responsible to the board of the performance of the following functions:
  - a. The Facilities Committee will acquire facilities necessary for Council activities and schedule the use of and ensure the proper maintenance of such facilities.
  - b. The Fund-Raising Committee will present and monitor for the current Board approval any fund-raising activity of the Council.
  - c. The Nominating Committee will 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.
2. The President will appoint a chairperson for each of the standing Committees who, with the consent of the President, will appoint from the Adult Membership of the Council the number of members deemed necessary to perform the duties of the Committee.
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 will 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 will not exceed that of the appointing Board.

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

#### ARTICLE VIII - PROGRAM ADMINISTRATION

1. Unless semi-independent sports status has been granted by the Board, the President will 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.
2. Semi-independent sports are allowed to select their own Program Commissioner in accordance with rules approved by the Board at the time of obtaining semi-independent sport status.
3. Proposals to amend or modify any portion of the semi-independent status require the approval of the affected semi-independent sport(s).
4. A Program Commissioner (or semi-independent sports leadership) will appoint deputies and assistants; appoint coaches; submit a proposed budget to the Board; organize and administer activities in a manner designed to achieve the objectives of the program and the Council; and will be responsible for the procurement and control of uniforms and equipment.

#### ARTICLE IX - POLICIES, PROCEDURES AND RECORDS

1. The Board will establish policies and procedures which will govern Council activities.
2. All records of the Board and Council activities are the property of the Council.

#### ARTICLE X – FUNDS

1. Council funds will be deposited in a banking institution in an account or accounts approved by the Board.
2. Disbursement of Council funds will be accomplished by checks signed by the Treasurer and/or the President and/or a designee of the Board.
3. The financial accounts and records of the Council will be open to inspection by the President, the Board, any board-approved person, and any authorized auditor.
4. Each sport, semi-independent or otherwise, should have its own bank account in the same financial institution as the Council's administrative account. Each Council affiliated account should grant access to the Council's Treasurer and outside accounting service.

#### ARTICLE XI - AMENDMENTS

1. Bylaws may be amended by the Council at any general membership meeting at which is a duly constituted quorum, and will become effective immediately upon a favorable two-thirds majority vote.
2. Proposals to amend all or part of these Bylaws 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 will ensure that the President is notified of any such proposal.
3. The President will call a general membership meeting to be held within a reasonable time frame (agreed upon by the Board) to allow for proper notification of the membership.

#### ARTICLE XII - RULES OF ORDER

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

2. "Roberts Rules of Order" will control all parliamentary procedures not otherwise provided for in these Bylaws. The President will 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

1. No member of the Council will have, as an individual, any interest in or title to the assets of the Council.
2. In the event of dissolution or other termination of the Council, all assets will be assigned to an institution selected by Council members that qualifies for tax exemption under applicable sections of the United States Revenue Code.