

BY-LAWS

ARTICLE ONE

INTRODUCTION

1.01 NAME

- 1.01.01 This Association shall be known as the Clay-Chalkville Athletic Booster Club, Inc., (hereinafter “the CCABC”), whose address shall be Post Office Box 246, Clay, Alabama 35048.

1.02 BOUNDARIES AND TERRITORIES

- 1.02.01 The territory of the CCABC shall be in the State of Alabama and in any other state as may be authorized by the Board of Directors.
- 1.02.02 Geographical boundaries of the CCABC shall be fixed and/or modified by the Authority of the Board of Directors of the CCABC.

1.03 PURPOSES

- 1.03.01 The purpose of the CCABC shall be to develop, promote and support the entire athletic program at the school known as, Clay-Chalkville High School, located at 6623 Roe Chandler Road, Pinson Alabama 35126 (“Clay-Chalkville”) among all persons, regardless of age, sex, race, national origin or color.
- 1.03.02 To solicit, collect and disburse contributions for the entire athletic Program.
- 1.03.03 To promote and encourage participation of members in the CCABC.
- 1.03.04 To present a unified voice for securing funds, both public and private, for the athletic program at Clay-Chalkville, including the borrowing of monies, incurring indebtedness, and creating obligations with financial institutions, for the CCABC.
- 1.03.05 To solicit, receive, collect, distribute and use funds and contributions of money, equipment, personal services and the like directly or through agents of employees or through partnerships, corporations, foundations, funds or other enterprises engaged in like activities.
- 1.03.06 This corporation is organized and shall be operated exclusively for non-profit purposes. No part of the net earnings of the corporation shall insure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

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furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, or by (b) a Section 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law.

1.03.07 To do all such other things as may be necessary or convenient to achieve the foregoing purposes.

1.03.08 The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited to or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

1.04 AUTHORITIES

1.04.01 The CCABC shall be governed by its By-Laws and Articles of Incorporation.

1.04.02 The Authority of the CCABC, whose powers shall be designated in the By-Laws, shall be vested with the Board of the CCABC.

ARTICLE TWO

MEMBERSHIP

2.01 GENERAL

2.01.01 Definition of Membership: The Members of this Corporation are those persons having membership rights in accordance with the provisions of these By-Laws and who have paid all membership dues and fees when due.

2.01.02 All Members shall abide by the By-Laws, the Articles of Incorporation and any amendments to same. Furthermore, all members shall abide by the laws of the State of Alabama, its municipalities, and the laws of the United States of America.

2.02 FEES AND ASSESSMENTS

- 2.02.01 Seasonal Fees shall be determined by the Board and will be due and payable at the designated enrollment dates (August 1st – July 31st), unless otherwise provided for by the Board. Members are not considered members in good standing until all current and outstanding fees are paid. Membership in the CCABC shall be open to all persons and business entities interested in supporting and promoting the programs of the CCABC. Yearly dues shall be fifteen and no/100 dollars (\$15.00) per adult member, or twenty-five and no/100 (\$25.00) per family (two related individuals residing at the same address), unless changed by a majority vote of the Board of Directors. Alternatively, annual membership dues of one hundred twenty-five and no/100 (\$125.00), in lieu of basic dues, enrolls an individual or family (two related individuals residing at the same address) into the Cougar Club, entitling said member to all the privileges of basic membership, plus extra benefits established from time to time by the Board.
- 2.02.02 All bank checks, drafts and/or money orders submitted to the CCABC shall be made payable to the CCABC. A service charge of \$15.00 will be due on any check not honored by your financial institution for any reason.
- 2.02.03 Membership may be subject to assessment of special dues. The Board may, from time to time, determine the type of occasions for which special dues may be assessed against Members, as well as the amounts thereof. The Board will have full authority to assess such special dues on the occasions specified.

2.03 DURATION OF MEMBERSHIP

- 2.03.01 Each term of membership shall begin once all appropriate dues and assessments are paid, and shall run until the last day of July.

2.04 TERMINATION OF MEMBERSHIP

- 2.04.01 Membership will terminate in this Corporation on any of the following events, and for no other reason:
- A. Receipt by the Board of the written resignation of a Member, executed by such Member or his duly authorized attorney-in-fact.
 - B. The death of a Member.
 - C. At the Board's discretion, the failure of a Member to pay dues or assessments on their due date.
 - D. For violation of the membership rules, regulations or By-Laws of the CCABC.
 - E. For conduct inconsistent with the CCABC membership.

2.05 TRANSFERABILITY OF MEMBERSHIP

2.05.01 Membership in this Corporation is non-transferable and non-assignable.

2.06 MEMBERS PROXY VOTING

2.06.01 A Member may not vote by proxy.

ARTICLE THREE

ANNUAL GENERAL MEETING

3.01 DATE OF MEETING

3.01.01 The annual meeting of the CCABC shall be held during the first week in March of each and every year.

3.02 ORDER OF BUSINESS AND VOTING REPRESENTATIVES

3.02.01 The Order of Business at the annual meeting shall be as follows:

- A. Call to Order
- B. Roll Call
- C. Introduction of Guests
- D. Acceptance of Minutes of the previous Annual meeting
- E. Reports
 - 1. President
 - 2. 1st Vice President
 - 3. 2nd Vice President
 - 4. 3rd Vice President
 - 5. Secretary
 - 6. Treasurer
 - 7. Athletic Director of Clay-Chalkville High School
- F. Unfinished Business
- G. New Business
- H. Adjournment

ARTICLE FOUR

BOARD OF DIRECTORS AND OFFICERS

4.01 BOARD OF DIRECTORS

4.01.01 The Board of Directors is that group of persons vested with the management of the business and affairs of the Club, subject to the laws and these By-Laws.

4.01.02 The Board of Directors will constitute the governing body and shall be comprised of:

- A. President
- B. 1st Vice-President
- C. 2nd Vice President
- D. 3rd Vice President
- E. Secretary
- F. Treasurer
- G. Athletic Director of Clay-Chalkville High School
- H. Past President

4.01.03 The number of Directors on this Board will be no less than seven (7) or more than eleven (11) at any time.

4.01.04 Resignation of Directors will become effective immediately on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring among the Board, and any Directorship to be filled by reason of an increase in the number of Directors, will be filled by election by the Board. The new Director appointed to fill the vacancy will serve for the un-expired term of the predecessor in office.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner shall from time to time be determined by resolution of the Board of Directors. All expenditures must be prior approved by a majority of the members present at a membership meeting. Emergency expenditures occurring between membership meetings that are less than one thousand and no/100 dollars (\$1,000.00) may be made with the approval of a majority of the Board of Directors.

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All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

- 4.01.05 The immediate Past President shall be a member of the Board of Directors. The Past President's role is to provide continuity between the past administration and the new Board of Directors. The immediate Past President shall chair the By-Laws Committee.

4.02 OFFICERS

- 4.02.01 The Club shall elect, yearly, a President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary and Treasurer. The officers shall be elected, by a majority vote of the membership, annually during the month of March. A person voting must be a member of the CCABC. A person holding office must be a member in good standing. The duly elected officers shall assume their official duties at the close of CCABC meeting in the month of March of each year.

- 4.02.02 The President shall conduct and preside at all meetings of the Board and the CCABC. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general, supervise and control all of the business and affairs of the corporation. The President is responsible for presenting a budget to the membership by the month of June of each Seasonal Year. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President shall appoint at the beginning of each Seasonal Year, and subject to the approval of the Board, any Special Committees, including Chairs and Members-at-Large of any Special Committees. The President shall be a member of any Special Committees.

- 4.02.03 The 1st Vice President shall preside at all meetings in the absence of the President and shall perform the duties of the President in the absence of that officer to act. The 1st Vice President shall be the chairperson of the Membership Committee, which is responsible for collecting membership dues as well as maintaining a mailing list of all active members. The Membership Committee is also responsible for maintaining Cougar Club seating and designing, selling and distributing football season ticket passes. The 1st Vice President is to provide the Secretary with sufficient documentation of all records accumulated during their term.

- 4.02.04 The 2nd Vice President shall be the chairperson of the Program and Spirit Sponsor Committee, which is responsible for the Program design, collecting for ads for the

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Program and the distribution of the Program. The Program and Spirit Sponsor Committee is also responsible for selling Spirit Sponsors and maintaining the Spirit Sponsor Sign. The 2nd Vice President is to provide the Secretary with sufficient documentation of all records accumulated during their term.

- 4.02.05 The 3rd Vice President shall be the chairperson of the Parking Committee, which is responsible for the collecting of parking fees at all football games. The 3rd Vice President and the Treasurer shall both count in each other's presence the parking fees collected at all football games and the 3rd Vice President shall report the total parking fees collected to the President on the same day of the event (preferably before the event is over). The Parking Committee is also responsible for designing, selling and distributing football season parking passes. The 3rd Vice President is to work with the Athletic Director to assist in organizing, distribution and reporting of the annual Fruit Sale. The 3rd Vice President is to provide the Secretary with sufficient documentation of all records accumulated during their term.
- 4.02.06 The Secretary shall keep an accurate record of all Board and Club meetings, and shall maintain the minutes of same in proper form. Each officer of the CCABC is to provide the Secretary with sufficient documentation of all records accumulated during their term. The Secretary is to maintain the permanent files of the CCABC.
- 4.02.07 The Treasurer shall have custody of all the funds of the CCABC, shall keep full and accurate accounts of the receipts and expenditures, shall make disbursements in accord with the approved budget or as authorized by the Board of Directors. The Treasurer shall prepare and give a financial statement at each and every meeting of the CCABC and the Board of Directors, and any other times, as may be directed by the Board of Directors. Any disbursements of Club monies shall be signed by two of the following officers: the Treasurer, President or 1st Vice President. No cash payments of any kind will be made by CCABC. Also, the Treasurer shall supervise and make certain all federal (Form 990 due May 15th) and state tax returns are promptly filed. The Treasurer and the 3rd Vice President shall both count in each other's presence the parking fees collected at all football games and the 3rd Vice President shall report the total parking fees collected to the President on the same day of the event (preferably before the event is over). The Treasurer shall keep detailed records of all contributions and present by January 30th of each year, a letter to each contributor affirming the contribution for the tax year preceding. The Treasurer is responsible for filing Form 1099-MISC that may be required by the Internal Revenue Service to report payments to individuals for services performed.
- 4.02.08 The Athletic Director shall be the person who serves as the acting Athletic Director of Clay-Chalkville High School. The Athletic Director's primary role is to act as a liaison with the school, represent the schools views, opinions and

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ensure that the CCABC is acting in the best interest of the entire sports program of Clay-Chalkville High School.

4.02.09 A person selected by the Board of Directors shall fill a vacancy, occurring in any office, for the un-expired term.

4.02.10 There shall be a nominating committee (established at or before the January meeting) consisting of three members, one of whom shall be nominated by the Athletic Director, one of whom shall be nominated by the President, and one whom shall be nominated by the CCABC membership. All selections shall be completed at least one month prior to the election. The nominating committee shall select one person for each office to be filled. In the event the nominating committee does not nominate an eligible individual for each office by the February meeting, the Board of Directors by majority vote shall elect an individual for that vacancy. Only those persons who have consented to serve, if elected, shall be eligible for nominations, either by the committee or from the floor. The nominating committee shall be responsible for preparing ballots for the election and certifying the results. Voting shall be by secret ballot.

ARTICLE FIVE

MEETINGS

5.01 GENERAL

5.01.01 Regular meetings of the CCABC shall be held once per month, except during the Fall sports season, when Club meetings may be held once a week. The Board of Directors shall meet prior to any regular Club meeting. This provision of the By-Laws constitutes notice to all Directors of regular meetings for all meetings for all years and instances, and no further notice shall be required, although such notice may be given. The agenda for regular meetings shall be as follows:

- A. Call to Order
- B. Roll Call
- C. Introduction of Guests
- D. Acceptance of Minutes
- E. Correspondence
- F. Report of the Treasurer
- G. Reports of Any Other Officers
- H. Unfinished Business
- I. New Business
- J. Adjournment

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- 5.01.02 Meetings of the Board will be held on a regular scheduled basis at a site designated by the Board.
- 5.01.03 Written or oral notice stating the place, day and hour of any special meeting of the Board will be delivered to each Director not less than five (5) nor more than ten (10) working days before the date of the meeting, either personally or by first class mail; by or at the direction of the President or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed delivered when deposited in the United States mail, addressed to the Director at his or her address as it appears on the records of the CCABC. Such notice need not state the business to be transacted, nor the purpose of the meeting.
- 5.01.04 A special meeting of the Board may be called by either:
1. The President of the Board, or
 2. a majority of the Board.
- 5.01.05 Attendance of a Director at any meeting of the Board will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

5.02 QUORUM

- 5.02.01 A majority of the Board members attending any meeting will constitute a quorum, provided that in no event will a quorum consist of less than one half (1/2) of the Board. The act of a majority of the Directors present at a meeting, at which a quorum is present, will be the act of the Board, unless a greater number is required under the provisions of the By-Laws. In the event that quorum is not met, the meeting will be continued from date to date until quorum is attained.

5.03 SEASONAL YEAR AND FISCAL YEAR

- 5.03.01 The Seasonal Year shall be from August 1st through July 31st and the Fiscal Year shall be from January 1st through December 31st, unless changed by a majority vote of the Board of Directors.

5.04 RULES OF ORDER

- 5.04.01 Roberts Rules of Order Revised shall be deemed as adopted at all meetings of the CCABC unless otherwise agreed to by the participants.

ARTICLE SIX

LIABILITY OF THE CORPORATION

6.01 FINANCIAL RESPONSIBILITY

- 6.01.01 The CCABC shall not assume, nor be liable for, the debts and/or financial responsibilities, either implied or incurred, of any member.

ARTICLE SEVEN

DISSOLUTION

7.01 GENERAL

- 7.01.01 Should the CCABC be dissolved, all assets remaining after payment of all debts shall be distributed in accordance with the Articles of Incorporation.

ARTICLE EIGHT

BY-LAWS

8.01 CHANGES AND MODIFICATIONS TO THE BY-LAWS

- 8.01.01 The CCABC members shall submit any requested changes to the existing By-Laws to the Board. These proposed changes shall be submitted in writing at least thirty (30) days before the annual meeting to the CCABC. Every requested change shall be subject to vote and approval of the Board.
- 8.01.02 Amendments to the By-Laws shall be made at anytime by a majority vote of the Board of Directors.
- 8.01.03 An amendment shall be deemed adoptable by a simple majority vote cast at any meeting of the Board of Directors. Unanimity is not required.

ARTICLE NINE

9.01 SPORT TEAMS THAT ESTABLISH A CLUB

- 9.01.01 Sports teams may request in writing to the CCABC Board to establish a Club for their particular sport “under the umbrella” of the CCABC. No Clay-Chalkville High School sport team may establish a club or bank account for their particular sport without authorization from the CCABC Board of Directors. All Clay-

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Chalkville High School sport teams established are under the umbrella of the CCABC and therefore are under the CCABC By-Laws and its Officers. All members of that particular sport club MUST be members of the CCABC

- 9.01.02 Funds may be raised and deposited to the CCABC Bank Account with the understanding these funds are earmarked for a particular sport or project. These funds shall be monitored by the particular sport team as well as the CCABC Treasurer; its status will become part of the CCABC Treasurer's Report. Monies that are raised for a specific sport and held in CCABC's Bank Account for that sport team may be spent without CCABC general membership approval so long as expenditures from these funds follow CCABC procedures and guidelines (proper supporting documentation presented at the time of disbursement, etc.). Payments to Jefferson County employees for services rendered must be made through the Jefferson County Board of Education Payroll System and brought to the attention of the Board of Directors of the CCABC prior to monies disbursed.
- 9.01.03 The Board of Directors may approve a Petty Cash Fund to be established for a sport team. This Petty Cash Fund is intended to be used ONLY for a particular purpose during that team's sport season {for example: day to day operations of a concession stand (purchase food, supplies and make necessary repairs to the concession equipment)}. Therefore, at the end of the sport team's season (last home game) the Petty Cash Fund must be closed with the CCABC Treasurer. The amount of the Petty Cash Fund is determined by the CCABC Board of Directors. If the Board authorizes a sport team to make related deposits (for example: concession revenue to offset concession expenses) to the Petty Cash Fund rather than to the sport team's account within the CCABC, regular transfers shall be made from the Petty Cash Fund to the sport team's account within the CCABC's. The amount of the transfer shall be sufficient to draw down the balance in the Petty Cash Fund to the Board approved amount (maximum balance \$1,000). This shall be accomplished by a weekly meeting between the petty cash custodian and the CCABC Treasurer during the team's sport season. The Petty Cash Fund is the responsibility of one person who acts as the petty cash custodian. The petty cash custodian handles all disbursements, reconciliation's and replenishment of the fund. The custodian is responsible for safeguarding and use of the petty cash. If the Board of Directors approves a Petty Cash Fund for a sport team, a detailed monthly financial report showing detailed deposits and detailed expenditures must be filed at LEAST monthly along with the original invoices and receipts and other appropriate documentation with the CCABC Treasurer before the monthly membership meetings. If the petty cash is kept in a separate bank account, the Bank Account Statement MUST be mailed directly to the CCABC Post Office Box. Two authorized members must sign all petty cash checks from that account. Authorized members will consist of the President, 1st Vice President, Treasurer of the CCABC and three individuals identified by that particular sport team (one of which is the fund custodian). Accountability of these funds is not only the responsibility of the sport team but also the CCABC

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Officers. The CCABC Board may require the closing of the Petty Cash Fund if proper operating procedures are not followed.

9.01.04 The spirit and purpose of Article Nine is to eliminate the fragmentation of sport teams and have a united front to the community with the purpose of promoting the entire Clay-Chalkville High School Athletic Program.

ADOPTION OF BY-LAWS

Adopted by a majority of the CCABC membership by resolution and vote on the 7th day of March 2004, at Clay, Alabama.

APPROVING DIRECTORS:

Gary Sunderland, President

Pat Connors, 1st Vice President

Susan Gilmore, 2nd Vice President

Dale Franklin, 3rd Vice President

Cindy Jones, Secretary

Jim Dunn, Treasurer

Bruce Hill, Athletic Director