

**BY-LAWS**

**ARTICLE I – OFFICES**

The principal office of the organization shall be in the City of University Heights, County of Cuyahoga, State of Ohio.

**ARTICLE II – PURPOSES**

The purpose of this organization is to promote and support as a qualifying charitable organization under section 501(c)(3) of the Internal Revenue Code (Sec. 501(c)(3) the John Carrol University football program limited to charitable, educational and other tax-exempt purposes within the meaning of Sec. 501(c)(3).

Activities pursuant to these purposes may include, but not limited to:

Providing the necessary resources to help sustain competitive excellence within the Ohio Athletic Conference, and the NCAA;

Providing and enhancing the environment for players, alumni, and supporters with friendship, entertainment, and a quality football atmosphere throughout the year.

The organization will not engage in activities that are not in furtherance of its tax-exempt purposes.

**ARTICLE III – ORGANIZATION**

1. BOARD OF DIRECTORS.

The powers of this organization shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers or agents as the Board may, from time to time by resolution, designate.

1. MEETINGS.
	1. Meetings. Meetings shall be held at such places as the Board of Directors may from time to time designate.
	2. Annual. The annual meeting of the Board of Directors and membership shall be held in combination with the organization’s annual golf tournament or, in the absence of such an event, within 45 days of the beginning of the fiscal year. The fiscal year shall run from July 1 to June 30.
	3. Quorum. The presence at any board meeting of a majority of members shall constitute a quorum and shall be necessary to conduct the business of the organization.
	4. Action. Unless otherwise required by law, the vote of a majority of the Directors at the time of the vote, if a quorum is present at that time, shall be the act of the board. Each Director present shall have one vote.
	5. President. At all meetings of the board, the President, or, if he is not present, the Vice President, or, if he is not present, the 2nd Vice President, or, if he is not present, or a person designated by the Chairman shall preside.
	6. Notice of annual meeting shall be distributed by personal delivery, email, cell phone or social media at least 14 days prior to the meeting and notice of all other meetings of the Board shall be distributed by personal delivery, email, cell phone or social media at least 24 hours prior to the start of the meeting. No notice need be given of any adjourned meeting for those present.
	7. If the President determines there is a need for the Board to act before such time as it is possible or practicable to bring a quorum of the Board together at the same location or the need to allow a Board member who is unable to be physically present at a Board meeting in such meeting, the President or Vice President may give notice that Members may participate in a meeting of the Members by means of Zoom, or conferences calls provided that such technology allows all persons participating in the meeting to hear and interact with other participating Members of the meeting. Such participation in the meeting shall constitute presence in person at such meeting.

**ARTICLE IV – DIRECTORS**

1. NUMBER.

Th authorized number of directors of this organization shall be not less than 7 and not more than 15 persons.

1. UNIVERSITY REPRESENTATION.

The JCU head football coach and Athletic Director shall participate as advisors to the Executive Board of Directors.

1. ELECTION AND TERM.

At the annual meeting there shall be an election of Directors to hold office known as the Executive Board of Directors. The term of office of each Director shall be two years. Each Director shall hold office until the expiration of the term for which they have been elected and until their successor has been elected and have qualified or until their prior resignation or removal.

1. INCREASE OR DECREASE
2. The number of Directors may be increased or decreased by a vote of a majority of all the Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.
3. Newly created Directorships resulting from an increase in the number of Directors, and vacancies occurring on the Board for any reason, may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. A Director elected to fill a vacancy due to resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.
4. REMOVAL.

Any of the directors may be removed for any reason by a 2/3 (two thirds) vote of the Board.

1. RESIGNATION.

A director may resign at any time by giving written notice to the Board, the Chairman, or the Secretary of the organization. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of the office, and the acceptance of the resignation shall not be necessary to make it effective.

**ARTICLE V – OFFICERS**

1. OFFICERS ELECTION TERM.

The Board shall elect a President, Vice President, 2nd Vice President, Treasurer, and a Secretary (all of whom must be members of the Board of Directors) and may elect other such officers as it may determine. All the officers shall be elected or appointed to hold office until the meeting of the Board following the annual meeting of the members. Each officer shall hold office for the term for which they are elected or appointed and until their successor has been elected or appointed and qualified.

1. REMOVAL RESIGNATION.

Any officer elected by the Board may be removed by the Board with or without cause by a 2/3 vote of the Board. An officer may resign by sending a notification of his desire to resign to the remainder of the officers, but may remain as a member of the Board despite resignation of their officer position.

1. PRESIDENT.

The President shall have general supervision and control over the affairs of the John Carroll University Gridiron Club.

1. VICE PRESIDENT and 2nd VICE PRESIDENT.

The Vice President and 2nd Vice President shall have general supervision and control of specific duties and events determined by the President.

1. SECRETARY.

The Secretary shall work closely with the Treasurer, shall keep the minutes of the Board of Directors, shall have charge of papers and books as the Board of Directors may direct, shall attend to the giving and serving of all notices of the organization, shall attend to all correspondence, and shall perform all duties incidental to the office.

1. TREASURER.

The Treasurer shall work closely with the Secretary, shall have general charge of the financial affairs of the organization, and shall perform all duties incidental to the office.

1. IMMEDIATE PAST PRESIDENT.

The Immediate Past President shall serve as a member of the Executive Committee. This position shall be filled automatically by the individual who most recently served as and fulfilled their term as President of the Club. Should that individual not be willing or able to fulfill this position, the President may appoint as Past President another individual who has served as and fulfilled their term as President of the Club, or the position may be left vacant.

1. PROHIBITED DIRECTORS

No parents of any John Carroll University football player or John Carroll University personnel shall hold an office on the Executive Committee.

**ARTICLE VI – COMMITTEES**

1. EXECUTIVE COMMITTEE.

The elected officers, the Immediate Past President, the Head Football Coach, and the Athletic Director shall serve as the Executive Committee with the President as the Chairman. The Executive Committee shall have all the power of the Board of Directors unless restricted by the actions of the Board excepting said Committee does not have the powers to amend or repeal the by-laws.

1. All other committees shall be appointed by the President.
2. The actions of all committees shall be subject to ratification by the Board.

**ARTICLE VII – RULES**

1. ACCOUNT.

The organization will be self-supporting, receiving no funding from John Carroll University. Monies collected will be put into a separate account at John Carroll University. This account can be accumulated year after year. All funds within the account are for the exclusive use of the John Carroll University Gridiron Club.

1. DISBURSEMENT OF FUNDS.

No funds can be disbursed without a written approval of the President, the Treasurer, and the Athletic Director.

1. CHARGES AGAINST THE JCU GRIDIRON CLUB ACCOUNT.

All charges must have written approval of the President, the Treasurer, and the Athletic Director.

1. BUDGET APPROVALS.

The Board shall authorize all budget expenditures for the year ahead at the annual meeting or, with the advanced notice of such discussion, at any meeting prior to the start of the next fiscal year, by a simple majority vote. Additional expenditures between the annual meeting shall be voted on by the Board and approved by a simple majority vote. Expenditures between the annual meeting of $5000 or less may be approved by the President without Board approval. The Board President shall report all such authorizations and details to the full Board on a timely basis. Financial reports will be given at all business meetings.

ARTICLE VIII – MEMBERSHIP

 The Board of Directors shall decide the classification for membership and voting

authority.

ARTICLE IX – AMENDMENTS

 These by-laws may be amended or repealed by the affirmative vote of the

majority of the entire Board at any meeting of the Board of Directors.

ARTICLE X - DISSOLUTION

Upon dissolution, the Organization's assets shall be distributed or used exclusively for Section 501(c)(3) tax exempt purposes, preferably in line with the Organization's primary purpose to benefit the JCU football program.

ARTICLE XI - CONFLICT OF INTEREST

Any possible conflict of interest or the appearance of conflict of interest on the part of a Director shall be disclosed to the Board. When any such interest becomes a matter requiring action by the Board, such Director shall not vote or use personal influence or otherwise participate in the matter except to make a brief statement disclosing the existence and nature of the conflict requiring his or her abstention. The Director shall not be included as present in determining a quorum for a meeting at which action by the Board is to be taken on the matter. The Minutes of all action taken on such matters should clearly reflect that these requirements have been met."