

By-Laws
of
St. Helen's Athletic Booster Association
Adopted Effective October 8, 2019

WHEREAS, the St. Helen's Athletic Booster Association (the "Association") is operated and organized as a committee of the Church of St. Helen, of Newbury, Ohio (the "Parish");

WHEREAS, the Association is organized exclusively for charitable, religious and educational purposes, as follows (the "Purpose"):

Providing support the young people of the Parish in both time and presence, through the youth athletic activities of the Parish, including the organization, operating and management of such athletic activities;

Conducting fundraising activities and providing funds for the athletic activities of the Parish;

Promoting the interest and enthusiasm of the parishioners in all youth athletic activities sponsored by the Parish;

Honoring Parish youth sports participation through events or awards;

Conducting any activities related to or in furtherance of the foregoing.

WHEREAS, the Association is the successor to the St. Helen's Athletic Booster Club, Inc., a not for profit Association organized under the State of Ohio through the filing of Articles of Incorporation on November 16, 1981, which not for profit Association is no longer maintained as an organization, as the Association is no longer organized as an entity separate from the Parish;

NOW THEREFORE, the Association hereby adopts the following as its By-Laws, adopted as of the date first written above, which shall, for the avoidance of doubt, supercede and replace any prior By-Laws of the Association or its predecessor.

ARTICLE 1 PURPOSE

The name of the Association shall be the St. Helen's Athletic Boosters Association. The Association shall be organized for the Purpose as set forth in the recitals, subject in all instances to the requirements of the Parish, and shall at all times be operated exclusively under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder or corresponding section of the future tax code. In furtherance of the foregoing purposes, the Association may exercise all authority granted to it by the Parish. The Association shall be based in Newbury, Ohio.

ARTICLE 2 DIRECTORS

Section 2.1 Number

The affairs and business of the Association shall be managed by a Board of Directors, composed of no less than three (3) and no more than fifteen (15) persons who shall initially be as follows:

1. Sharon Hoenigman (President)
2. Mary Suvak (Vice President)
3. Megan Berman (Treasurer)
4. Lisa Adair (Secretary)

Section 2.2 Governing Powers

The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Association.

Section 2.3 Election and Term of Office

Except as otherwise provided herein, the term of each Director shall be for a one (1) year period, without term limits, or until their successors are appointed at the annual meeting of the Board of Directors of the Association held for such purpose, and approved by the Parish. The Board shall endeavor to hold the meeting for such purpose in April of each year.

All departing Directors shall give their successors any and all pertinent materials, workbooks, files, materials, equipment, etc. within ten (10) days of the installation of their replacement.

Section 2.4 Quorum

A majority of the Directors shall constitute a quorum for a meeting of the Directors.

Section 2.5 Meetings

- (a) Regular meetings of the Board of Directors shall be held monthly during such time as athletic events are in session, on such dates and at such times and place as the Board may designate. Election of Directors, officers and approval of the annual budget shall take place at the April meeting, or such other meeting as determined by the Directors. The Directors may make their meetings open to parishioners of the Parish who are interested in being involved and assisting the Association fulfill its purpose.
- (b) A Special Meeting of the Board of Directors may be called by the President or any two (2) Directors, on such date and at such time and place as shall be specified in the call thereof.

- (c) Notice of each meeting of the Board of Directors, whether regular or special, shall be given to each Director, which may be sent by email or text message, telephone call or any other practical means for delivery of such notice.
- (d) At each meeting of the Board, the order of business shall be review and approval of the minutes of the previous meeting, review and approval of the treasurer's report, the President's report, committee reports, old business, new business, and adjournment.

Section 2.6 Voting

The act of a majority of the Directors present at a meeting at which a quorum is in attendance is the act of the Board, unless the act of a greater number is otherwise required by these By-Laws or by the Parish.

Section 2.7 Resignations

Any Director may resign at any time by giving notice to the President or any other officer, which resignation shall take effect at the time of receipt by such officer, or at such other time as may be specified in said notice.

Section 2.8 Vacancies

In the event of any vacancy on the Board, for whatever reason, may be filled by the affirmative vote of a majority of the Board of Directors, present at a meeting at which a quorum is in attendance, for the unexpired portion of such Director's term of office.

Section 2.9 Board Committees

The Board of Directors shall appoint an Executive Committee and may appoint any other committee of the Directors, each such committee to consist of not less than two (2) Directors, and, except as otherwise provided by these By-Laws or the Parish, may authorize the delegation to any such committee of any of the authority of the Directors. All committees so appointed shall be subject to the control and direction of the Board of Directors, shall serve at the pleasure of the Board of Directors, and shall report their activities to the Board of Directors at its next meeting.

Section 2.10 Executive Committee

The Executive Committee shall be comprised of the President and Chairman of the Board of Directors, the Vice-President, the Treasurer, the Secretary of the Board of Directors and committee chairpersons. The Executive Committee shall have and exercise the authority to transact all usual and routine business of the Association which the Board of Directors would transact during the interim between meetings of the Directors. No action taken shall be in conflict with the written policies and express wishes of the Board of Directors and is subject to any prior limitation imposed by the Board of Directors and with the understanding that all matters will be reported to and ratified by the Board of Directors. The Executive Committee shall meet at the call of the Chairman of the Board of Directors. The Committee shall maintain permanent actions and proceedings in a book kept for that purpose.

Section 2.11 Sports Coordinators

The Board of Directors may appoint a person or persons to coordinate and lead each of the youth sports run by Association, such as soccer, basketball, volleyball, track or otherwise. Such sports coordinators are not required to be Directors, but are encouraged to attend meeting of the Directors.

Section 2.12 Telephone Conferences

Meetings of the Board of Directors or any committee thereof may be held through any communications equipment if all persons participating can hear each other, and participation in such a meeting shall constitute presence at such meeting.

ARTICLE 3 OFFICERS

Section 3.1 Appointment.

The officers of the Association shall include a Chairman of the Board and President, Vice-President, Secretary and Treasurer and such other officers as the Board of Directors may consider necessary or appropriate. The Board of Directors shall appoint the officers of the Association. The Board of Directors may also appoint such other subordinate officers and agents as it shall deem necessary, including coordinators for each of the various sports or other activities run by the Association, who shall have such authority and perform such duties as from time to time shall be prescribed by the Board. The same person may hold more than one office other than the offices of Chairman of the Board and President, Vice-President or Secretary.

Section 3.2 Term

Except as otherwise provided herein, all officers shall hold office for a one-year period, with no term limits, or until their successors are appointed at the annual meeting of the Board of Directors of the Association held for such purpose, and approved by the Parish. The Board shall endeavor to hold the meeting for such purpose in April of each year.

All departing officers shall give their successors any and all pertinent materials, workbooks, files, materials, equipment, etc. within ten (10) days of the installation of their replacement.

Section 3.3 Removal

Any officer may be removed at any time either with or without cause by the affirmative vote of two-thirds of the Board of Directors, present at a meeting at which a quorum is in attendance. Any other officer of the Association may be removed at any time by vote of the Board of Directors present at a meeting at which a quorum is in attendance, by any committee thereof, or by any superior officer upon whom such power of removal has been conferred by the Board of Directors.

Section 3.4 Vacancies

In the event of the occurrence of any vacancy in the office of any officer, for whatever reason, may be filled by the affirmative vote of a majority of the Board of Directors, present at a meeting at which a quorum is in attendance, for the unexpired portion of such officer's term.

ARTICLE 4 DUTIES OF OFFICERS

Section 4.1 President

The President shall preside at all meetings of the Board of Directors. The President shall appoint all committee chairpersons, and special committee chairpersons, and shall have general supervision of the affairs and property of the Association and over its officers, and shall do all acts and execute all documents for and on behalf of the Association, necessary, proper or incidental to all matters relating to the Association and the Purpose unless otherwise assigned to another officer of the Association by the President. The President shall perform such other duties as may be assigned him or her from time to time by the Board of Directors.

Section 4.2 Vice-President

The Vice-President shall, in the event of a vacancy in the office of President or in the event of the disability or absence of the President, perform the duties and exercise the powers of the President. The Vice-President shall have such further powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors or President.

Section 4.3 Secretary

When and as required by the Board, the Secretary shall attend all meetings of the Board, shall keep minutes of all the proceedings thereof, and shall record all votes and the minutes of all of the proceedings in a book to be kept for that purpose. He or she shall perform like duties for committees of the Association when so required. He or she shall give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary shall perform such other duties usually incident to the office of Secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or President. At any meeting of the Board of Directors at which the Secretary is not present, a secretary pro tempore may be appointed.

Section 4.4 Treasurer

The Treasurer shall, subject to the directions of the Board of Directors, have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements on behalf of the Association. He or she shall deposit all monies in the name of and to the credit of the Association, in such depositories as may be designated by the Board of Directors. The Treasurer shall, whenever required by the Board of Directors, make and render a statement of accounts and such other statements as may be required. The Treasurer or President shall execute for or in the name of the Association all checks or other instruments for transfer of funds. The Treasurer shall perform such other duties usually incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors or President.

ARTICLE 5 NOMINATIONS

The Directors shall submit nominations of individuals desiring to serve as Officers of the Association no later than one meeting prior to the April meeting. All such nominations shall be subject to the approval of the Parish.

ARTICLE 6 ACCOUNTING

The annual accounting period of the Association shall be the accounting period adopted by the Parish. The Treasurer shall prepare all forms and other reporting in the manner and prior to the deadlines required by the Parish.

ARTICLE 7 REPRESENTATIVES OF THE PARISH

The Directors and Officers of the Association are representatives of the Parish and shall operate at all times subject to the requirements of the Parish, and shall endeavor to conduct the activities of the Association in a faith filled manner, consistent with other committees of the Parish.

ARTICLE 8 AMENDMENTS

These By-Laws may be amended from time to time by a two-thirds (2/3) vote of the Board of Directors.