



**DRAFT**

# **Estill County Athletic Foundation for Excellence Approved** **Bylaws**

## ***ARTICLE I: INCORPORATION***

**SECTION 1.** The corporate name of the organization is Estill County Athletic Foundation for Excellence.

**SECTION 2.** The principle office and place of business of the said corporation shall be 281 Main Street Irvine, Kentucky 40336. The corporation may establish and maintain an office or offices at such other places, either within or without the State of Kentucky, as the Board of Directors may from time to time determine.

**SECTION 3.** The fiscal budget year will begin at 12:01 a.m. on the first day of July and end at midnight on June 30.

## ***ARTICLE II: DEFINITIONS***

**SECTION 1.** The term athletics shall be used to include all programs within the Estill County School District under the guidance of the athletic director. This shall include but not be limited to archery, baseball, basketball, cheerleading, cross country, e-sports, fishing, football, golf, soccer, softball, tennis, track, and volleyball. This shall also include any sport or sport activities added by either the KHSAA or the Estill County School District in the future.

**SECTION 2.** The use of the title of an officer or director shall include all or any co-officers, assistant officer, or co-director associated with that title.

## ***ARTICLE III: OBJECTIVE AND PURPOSE***

**SECTION 1.** To organize the activities of the parents of students in the Estill County Schools Athletics Programs, and all sports therewithin. When the activities are for the purpose of providing either financial or physical assistance to any program specifically involving the Athletic Program, above those supplied by the Estill County School System, the association shall seek neither to direct the administrative activities of the athletic program nor control its policies.



**SECTION 2.** To have but not be limited to, all the rights, powers, privileges, and immunities now or hereafter given by law, or as now or hereafter may be enjoyed by a like non-profit organization, as these enumerated above, and said powers are made hereof to the extent as if they were quoted herein.

**SECTION 3.** This Association shall not contemplate pecuniary gain or profit or distribution of profits or dividends to the members thereof.

**SECTION 4.** No Director or member of this Association shall be liable for any of the debts of the Association, except as such party may personally endorse or guarantee such debt of the Association.

**SECTION 5.** This Association shall possess all the powers granted by law to any corporation in the execution of its purposes described herein.

**SECTION 6.** To aid in the development of new athletic programming when appropriate.

#### ***ARTICLE IV: MEMBERSHIP***

**SECTION 1.** The membership shall be open to anyone who is interested in the athletics programs. Attendance will be open to parents, legal guardians, and coaches of students participating in the Estill County School District athletic programs, or any other interested adult.

**SECTION 2.** All members will be entitled to voice participation but cannot vote. A maximum of three parents will be eligible to hold elective office in this organization.

**SECTION 3.** Each sport or sport activity will be permitted to have one “representative” for their group. Head coaches of said sport or sport-activity will be permitted to serve as a representative at meetings as well.

#### ***ARTICLE V: BOARD OF DIRECTORS***

**SECTION 1.** The Board of Directors shall consist of seven (7) members. The Board of Directors will consist of the following: ECHS Principal, District Athletic Director, a sitting member of the Estill County Board of Education, a chosen member of the community, as well as three elected parents by a plurality of the members of the Association present at the election meeting.

**SECTION 2.** Members of the Board of Directors shall be the officers of the Association described in ARTICLE VI of these by-laws.

**SECTION 3.** Each member of the Board of Directors shall have one vote.



**SECTION 4.** A proposed annual budget with supporting Fundraisers will be presented to the General Membership for their approval no later than the May General meeting annually.

- a. Amendments to the annual budget will require a majority vote by the Board of Directors and must be presented to the membership at the next General Meeting.
- b. The Board of Directors has the authority to disburse funds at their discretion within the approved budget categories.
- c. The annual budget may include a “contingency fund” established to respond to unbudgeted expenditures. This fund may be replenished by a vote of the membership.

**SECTION 5.** The Board of Directors shall be elected by a plurality of the members of the Association present at the regular March meeting.

**SECTION 6.** At the January General Meeting, the membership shall nominate two (2) voting members to serve on a nominating committee. The nominees shall be presented to the members at large at the February General Meeting. The Board of Directors shall be elected at the March General Meeting.

**SECTION 7.** The term of the office of the Board of Directors shall be for a period of fourteen (14) months, commencing April 1. The newly elected and constituted Board of Directors shall be elected at the March general meeting of the membership. The newly elected Board of Directors shall attend, without a vote, the April Board meeting. During the joint Board meeting in April, the newly elected Board will have a vote on all issues. The outgoing officers will function solely on an advisory basis.

**SECTION 8.** A vacancy in any office shall be filled by an election, held at the next regular meeting upon the occurrence of such a vacancy unless all of the offices become vacant by reason of a recall. In which event, the vacancy shall be filled at the same meeting by which the vacancies were created. A vacancy exists when an officer resigns his or her office or is recalled by the members. (Recall procedures described in ARTICLE X of these bylaws).

**SECTION 9.** At the discretion of the Board of Directors, a vacant “Co” position may remain vacant for the remainder of the term.



## ***ARTICLE VI: OFFICERS***

**SECTION 1.** The ECHS Principal shall serve as the Chair of the Estill County Athletic Foundation for Excellence, and the Athletic Director shall serve as the Vice-Chair. A secretary and treasurer will be elected by the members of the Foundation Board to serve during the term of office.

## ***ARTICLE VII: DUTIES OF THE OFFICERS***

**SECTION 1.** All officers of the Foundation shall be responsible and accountable for their acts as such to the membership.

**SECTION 2.** The Chair shall preside at all meetings in the Estill County Athletic Foundation for Excellence and of the Board of Directors, shall call meetings as provided in these bylaws, and shall be ex-officio members of all committees. The Chair may request estimated expenses from the Head Coaches for consideration in the annual budget process.

**SECTION 3.** The Vice Chair shall perform the duties and exercise the powers of the President in the absence of the President and complete such other duties as may be assigned from time to time to him or her by the President or Board of Directors.

**SECTION 4.** The Secretary shall record the minutes of the meeting and proceedings of the membership and the Board of Directors and shall perform such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

**SECTION 5.** The Treasurer shall familiarize himself or herself with the finances of the Foundation, shall report at least once each month to the membership regarding the financial condition of this Foundation, and shall be responsible for receipt and disbursement of all funds of this Foundation.

**SECTION 6.** The Assistant Treasurer (optional) shall familiarize himself or herself with the finances of this Foundation and shall be responsible for the collection and receipt of payments the deposit thereof and such other duties as may be assigned by the Treasurer.

**SECTION 7.** The Chair shall review the Foundation's disbursements for unusual or inappropriate activity at least once a month and shall report his or her findings as part of the Treasurer's report at all Board meetings.



### ***ARTICLE VIII: COMMITTEES***

**The President shall appoint such committees as may be necessary. All officers may appoint such subcommittees as may be necessary to perform their assigned functions.**

### ***ARTICLE IX: MEETINGS***

**SECTION 1. Regular meetings of the membership shall be held on the second Monday of each month at 6:00 p.m. at the Estill County High School. Notice of a temporary change if customary meeting time and/or place shall be set by the President.**

**SECTION 2. Special meetings of the membership may be called at any time by the President. Notice of the meeting shall be given to the membership not less than two (2) days prior to such meeting, stating the time, purpose, and places of the special meeting.**

**SECTION 3. Members present shall constitute a quorum for the transaction of business at meetings.**

**SECTION 4. Robert's Rules of Order, Revised, shall govern all meetings when not inconsistent with these bylaws.**

**SECTION 5. There shall be an annual meeting of the Board of Directors and other meetings of the Board of Directors shall be held on the call of the President or upon the written demand of any two (2) officers (i.e. as opposed to Officers) of the Board of Directors.**

**SECTION 6. Fifty-one percent (51%) of the Board shall be necessary to constitute a quorum for the transaction of business at the meetings of the Board of Directors. Where no quorum is present any action which might properly be taken at a meeting of the Board of Directors may be taken and shall be valid if approved and signed by the majority of the members of the Board of Directors within five (5) days after the date of such meeting, or motion.**

**SECTION 7. Meetings of all committees shall be held as necessary for the performance of duties of each committee.**

**SECTION 8. A plurality vote of the members of each committee present at a regularly called meeting shall be sufficient for transactions of business recognizing that all committee actions are subject to review by the Officers and Directors.**

**SECTION 9. A special meeting may be called by the General Membership by presenting a signed petition consisting of no less than one-third (1/3) of the membership of the Foundation to the Secretary.**



#### ***ARTICLE X: RECALL***

**SECTION 1.** In the event a petition asking for a recall of any officer and signed by, at least, one third (1/3) of the membership of the Foundation is delivered to the President, Vice-President, or Secretary, the membership shall be notified of the recall petition prior to the next regular meeting, which is at least, seven (7) days from the date of such delivery, at which time a secret ballot vote shall be held. If the vote is affirmative by a majority of the members present and voting, the office shall be immediately recalled.

**SECTION 2.** In the event of a recall of the entire slate of officers, the ECHS Principal, and Athletic Director, as ex-officio members of the Board of Directors, shall preside over the election of a new slate of officers at the same meeting.

#### ***ARTICLE XI: EQUIPMENT AND UNIFORM OWNERSHIP***

**SECTION 1.** Title to all equipment and uniforms purchased by the Foundation shall be retained by the Foundation until such time as the membership may elect to transfer ownership to the Estill County Board of Education.

**SECTION 2.** The disposal of assets must be approved by the Board of Directors.

#### ***ARTICLE XII: MISCELLANEOUS***

**SECTION 1.** All books, minutes, and records of the Foundation shall be open to inspection on reasonable notice. An annual financial review shall be performed by a party, not a member of the Board of Directors, but selected by the Board of Directors, and audits shall be conducted as required by law or authorized by the Board of Directors.

**SECTION 2.** All members shall be requested to keep the Secretary informed as to their latest mailing address and telephone number.

**SECTION 3.** At the meeting closing the fiscal year, the annual financial report of accomplishments shall be given by the Treasurer.



**SECTION 4.** Standing rules direct the administration of this organization. A standing rule can be added, deleted, or changed by a majority vote at a regular meeting of the membership. The current standing rules are incorporated in the Estill County Athletic Foundation Handbook.

#### ***ARTICLE XIII: AMENDMENTS***

**SECTION 1.** After review by the Board of Directors, the bylaws of this Foundation may be amended or appealed, or new bylaws adopted only at a regular meeting by the affirmative vote of two thirds (2/3) of the members present and voting and only after notice of proposed action shall be given at a previous meeting.

**SECTION 2.** Since the bylaws of the Foundation, if valid, must not be in conflict with Federal, or State Constitutions, or State or Federal laws, any amendment or revisions to these bylaws will be referred for review and approval to legal counsel as required. Any portion of these bylaws that are or become in conflict with applicable laws or regulations shall be null and void and shall not affect the validity of the remaining bylaws.

#### ***ARTICLE XIV: ENTERING INTO AGREEMENTS***

The President shall have the sole authority to enter into contracts or oral agreements which obligate the Foundation in any way.

**First Reading:**

**Second Reading:**