

EAST RIDGE ATHLETIC ASSOCIATION

EXECUTIVE BOARD BYLAWS

Last updated - February 25, 2024

ARTICLE I - MISSION AND PURPOSE

MISSION: Our mission is to support athletes who live within the East Ridge High School boundary in developing sport and teamwork skills. We strive to create a positive environment for East Ridge players to learn, grow and develop as individuals and athletes.

PURPOSE: The purpose of the East Ridge Athletic Association (hereinafter “ERAA”) shall be to promote and operate athletic programs for youth residing within the boundary and attendance area of East Ridge High School, Independent School District 833. Deviation from the eligibility area will require approval by the Executive Board of Directors (hereinafter “Executive Board”). ERAA is organized exclusively for charitable purposes with the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

Any adult individual shall be considered an organization member with voting rights by payment(s) made of any annual membership fee and/or sports program registration fee(s) as determined by the Executive Board. The program year will be defined as commencing January 1 and terminating on December 31 of each year. The right of a sustaining member will be to vote at any general membership meeting called in accordance with the bylaws.

ARTICLE III - EXECUTIVE BOARD OF DIRECTORS

SECTION 1 - Board Membership

The Executive Board shall consist of up to eighteen (18) members. The Executive Board will include five (5) elected Officers and one elected Sport Director from each ERAA-sponsored sport. If a Sport Director vacancy remains open for at least three months, the elected Officers of the Executive Board will appoint or approve a new Sport Director for the remainder of the current term. All Executive Officers of the Executive Board and Sport Directors will be voting members of the Executive Board.

The Executive Board may additionally include certain non-voting members appointed by the elected Executive Board members, such as Facilities and Marketing Coordinator roles.

The term for all Executive Board positions will be two years. Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen. Any vacancy shall be filled by an Executive Board appointment by the Officers of the Executive Board. The person appointed to fill the vacancy shall fill that vacancy on the Executive Board only for the balance of the regular term for the position. Such person may then be elected for an appropriate full term. Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen.

The Executive Board will be responsible for all decisions made on behalf of the organization in the interim between membership meetings.

SECTION 2 - Removal of an Executive Board Member

An Executive Board member may be removed for failing to carry out expected duties or conduct detrimental to ERAA. In order to remove an Executive Board member, a written complaint must be presented to the Executive Board. The complaint will be reviewed and investigated by the Officers of the Executive Board. If sufficient justification, a hearing before the full voting Executive Board will be held. The vote of simple majority of the Executive Board is required for the dismissal of an Executive Board member. An Executive Board member may also be dismissed without a written complaint for three (3) unexcused Executive Board meeting absences within a membership year.

The aforementioned removal directive also applies to program directors, program board members, age group coordinators and coaches, as well as others as deemed necessary by the Executive Board.

SECTION 3 - Resignation

Any Executive Board member may resign at any time by giving written notice to the Officers of the Executive Board. The resignation will take effect on the date agreed upon by the affected Executive Board member and Officers.

ARTICLE IV - ELECTED OFFICERS

SECTION 1 - Number

The Officers of the Executive Board shall consist of five (5) elected individuals: President, Vice President, Secretary, Treasurer, and Governance and Compliance Director.

SECTION 2 - Election and Term of Office

The Officers of the Executive Board of the organization shall be elected by the general membership, one vote per general member. When sworn in, elected Officers of the

Executive Board must reside within the attendance boundaries of East Ridge High School or have a child in the East Ridge High School attendance area.

Executive Officers will be staggered for each election year on a rotating basis. Effective with the board election or appointments in 2024, the initial expiration of terms of office (not tenure) for the following positions shall be as set forth hereafter. Officers currently serving may continue their term to the date below or resign whereby a new appointment will be made to fill the vacancy.

- President: 2025 and odd years following (2027, 2029, 2031, etc)
- Vice President: 2024 and even years following (2026, 2028, 2030, etc)
- Secretary: 2024 and even years following (2026, 2028, 2030, etc)
- Treasurer: 2025 and odd years following (2027, 2029, 2031, etc)
- Governance and Compliance Director: 2024 and even years following (2026, 2028, 2030, etc)

SECTION 3 - Removal

Any Executive Officer or agent elected or appointed may be removed from office by a majority of the Executive Board whenever, in its judgment, the best interests of the organization will be served thereby. The process to remove an Executive Officer will follow Article III, Removal of an Executive Board Member.

SECTION 4 - Resignation

Any Executive Board Officer may resign at any time by giving written notice to the President. If the President is the Officer resigning, he or she must provide written notice of their desired resignation to the Vice President. The resignation will take effect on the date agreed upon by the affected Executive Board Officer and President or Vice President, as appropriate.

SECTION 5 - Vacancies

Any vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Executive Board for the unexpired portion of the term.

SECTION 6 - President

The President shall be the principal Executive Officer of the organization and subject to the control of the Executive Board and membership. The President shall: a) supervise all business and affairs of the organization; b) preside at all meetings of the membership and the Executive Board; c) sign all official documents of the organization; d) appoint committees as needed; and e) serve as ex-official member of all committees.

SECTION 7 - Vice President

The Vice President shall perform the duties of the President in the event of the inability of the President to act, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall act as liaison between committees and the full Executive Board. The Vice President shall also perform other duties as may be assigned by the President or the Executive Board.

SECTION 8 - Secretary

The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Executive Board. Minutes of the meetings will be recorded and copies maintained by the Secretary. Copies will be distributed to Executive Board members. The Secretary shall also hold the official papers of the association, such as the bylaws. Upon completion of term of office, the Secretary shall deliver all books, papers and reports as appropriate to the Executive Board.

SECTION 9 - Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds of the organization; receive and give receipts for monies due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization in a financial institution insured by the Federal Insurance Deposit Corporation. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and other duties as may be assigned by the Executive Board. The Treasurer and/or President shall sign all checks for the organization. To ensure proper approval of funding, all invoices sent directly to the Treasurer by an external vendor require approval from the internal budget owner or the President or Vice President prior to processing. If the Treasurer is also the internal budget owner, all requests for payments from external vendors require approval from the President or Vice President prior to processing. The Treasurer will provide a financial report annually to the general membership.

SECTION 10 - Governance and Compliance Director

The Governance and Compliance Director shall research, communicate and assist in implementing best practices with the Executive and Sport Boards as it relates to compliance and operations. This role will also ensure Executive and Sport Boards are complying to guidelines set forth in the ERAA Executive and Sport Board Bylaws and ERAA Operating Manual. The Governance and Compliance Director will track code of conduct, incident and mandated reporter claims.

ARTICLE V - MEETINGS

A general membership meeting shall be held annually at which time elections will be held for all open Executive Board Officer positions. The annual meeting time and location along with the board openings will be communicated to the general membership at minimum 30 days prior to the annual meeting taking place.

A special meeting of the membership for any purpose may be called by the President or a member of the Executive Board. At the request of at least 10% of the membership, a special membership meeting will be called by the President or Executive Board. The business transacted at a special membership meeting is limited to the purposes stated in the notice of the meeting.

A quorum of the membership shall consist of those members present at a duly constituted meeting. The affirmative vote of a majority (minimum 51%) of membership present shall constitute an act of the membership. The vote must be cast in person.

The Executive Board will generally meet monthly and a minimum of ten times annually. Additional meetings may be scheduled as necessary. A quorum for any Executive Board meeting shall consist of a minimum two-thirds (2/3) of the elected voting Executive Board members. If a quorum is present, the affirmative vote of a majority (minimum 51%) of elected voting Executive Board members constituting the quorum shall constitute an act of the Executive Board.

Meetings shall be held at any location within the attendance area of East Ridge High School designated by the President, or online. Notice of meetings shall be communicated to each member, and members must be given at minimum 48-hour notice of the proposed meeting. All meetings shall be open to the public and posted on www.eraamn.com.

During a regular or special Executive Board meeting, there may be times where sensitive or confidential information may be discussed. The Executive Board can vote to go into a closed session. If the vote for closed session is passed, all non-Executive Board members will be excused until the Executive Board votes to end the closed session. Minutes shall state that the Executive Board voted to go into closed session. Minutes will be taken during the closed session, but will only be made available to the Executive Board members for future reference upon request.

Article VI - EXECUTIVE COMMITTEE

The Executive Committee shall have the authority and power to act for the Executive Board between meetings of the Executive Board in situations that require time-sensitive decision making.

The members of the Executive Committee shall be the (1) President, who shall act as chair, (2) Vice President, (3) Secretary, (4) Treasurer, and (5) Governance and Compliance Director.

Meetings of the Executive Committee shall be held at any time or place within the attendance area of East Ridge High School when called by the President or any three (3) members of the Executive Committee with a minimum of three (3) days' notice required.

A quorum of the Executive Committee shall consist of a majority of the members of the Executive Committee.

At the next regular or special meeting of the Executive Board, the Executive Committee shall make a report of its activities since the last Executive Board meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (e.g., by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Executive Board.

ARTICLE VII - SPECIAL COMMITTEES

The Executive Board may establish special committees as needed. Actions of special committees are subject to approval of the Executive Board Officers. The special committee shall establish rules and regulations and operate the specific activity under its jurisdiction. The President shall have final jurisdiction. Special committees may be reviewed and reappointed annually, if the committee is still necessary.

ARTICLE VIII - BYLAW CHANGES

Any Article may be changed upon approval of the Executive Board and a majority of the membership present at a scheduled general membership meeting provided the incorporation status of the Association is not altered. Two (2) weeks minimum advance notice to all membership is required before any changes can be made to the bylaws.

The ERAA Executive Board bylaws will override any ERAA Sport Board bylaws if there are discrepancies.

ARTICLE IX - INDEMNITY

ERAA shall indemnify and hold harmless any ERAA Board member (Executive and Sport) from any suit, damage, claim, judgment arising out of or asserted to arise out of the conduct of such person in their capacity of an ERAA Board member except in cases involving willful misconduct. The indemnification provided under this section shall comply with and follow the requirements as provided by the statute. The Executive Board shall have the power to purchase or procure insurance for such purposes.

ARTICLE X - LIQUIDATION OR DISSOLUTION

On liquidation or dissolution of ERAA, all remaining properties and assets of the organization shall be distributed and paid over to an organization dedicated to nonprofit purposes that has established its tax-exempt status pursuant to Section 501(c) of the Code.