

Northgate Touchdown Club Bylaws

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NORTHGATE TOUCHDOWN CLUB BYLAWS

BYLAWS

OF

NORTHGATE TOUCHDOWN CLUB, INC.

(A Not For Profit Organization)

ARTICLE I

Name, Mission and Objectives

Section 1.01 Name

The name of the organization shall be Northgate Touchdown Club, Inc., hereafter referred to as "Touchdown Club." For tax identification purposes, the name used is Northgate Touchdown Club, Inc.

Section 1.02 Mission.

The mission of the Touchdown Club is to build a premier football program in partnership with the coaches, parents, school and community

Section 1.03 Objectives

The objectives of the Touchdown Club are as follows:

- (a) Develop an organization with an active and involved membership that is concerned with the total football program and all of its participants regardless of gender, race, or socio-economic status.
- (b) Promote community awareness of the program, and interface with the community, coaches, players and parents.
- (c) Set long and short-term financial and fundraising goals that will enhance the football program.

- (d) Raise money to fund long and short-term programmatic goals.
- (e) Foster development of the Northgate High School football program.
- (f) Build a supportive and enthusiastic parent network.
- (g) Execute direction provided by the Varsity Head Coach. While maintaining fiscal responsibility with future obligations accounted for.
- (h) Create an exciting experience for game-day in coordination with band, cheerleaders, fans and public announcer

ARTICLE II

Membership

Section 2.01 Membership

All persons interested in supporting the aforementioned objectives are encouraged to actively support the Touchdown Club. There are several membership levels available:

- (a) The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Touchdown Club, unless they have resigned as such members or unless
- (b) There are several Parent Membership/Sponsorship levels for members to consider, which include tier benefits. All information will be distributed annually and will be available on the Northgate Touchdown Club website.
- (c) The eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Touchdown Club or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Touchdown Club shall be affixed to the Bylaws of the Touchdown Club, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

(d) The right or interest of a member shall not terminate except upon the happening of any of the following events: - death, resignation, expulsion, dissolution or liquidation of the Touchdown Club.

Section 2.02 Annual, Board, Director and Special Meetings

(a) **Annual Meeting Date Requirements:** The Annual Meeting of Members of the Touchdown Club shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Touchdown Club. The first Annual Meeting shall be held on a date within twelve months after the formation of the Touchdown Club. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the Touchdown Club from time to time and by the members on such date or dates as shall be permitted by law.

- (1) **Annual Meeting** - Meeting shall be called during the spring to determine student and parent involvement for the upcoming season. This meeting will also be used to appoint new board members.
- (2) **Board Meeting** - Meetings shall be called at regular intervals, these meetings are used to discuss publicly all issues, challenges, and projects that the board of directors are working on. As well, as to relay information from the Coaching Staff, School, or other entities related to the operations of the Northgate Touchdown Club.
- (3) **Directors Meeting** - Meetings shall be closed door and be held prior to "Board Meeting", this allows time for the Board of Directors to discuss matters with the Head Coach prior to information being passed out to the boosters at large. The board may allow an allotted time at the beginning of this meeting for parents, boosters, and other people to address the Board of Directors and Head Coach directly if needed.
- (4) **Special Meeting** - These meetings will be call as needed, they will be used to address single action items that are sensitive in the nature of time or present an unexpected financial burden on the fiscal direction of the boosters.

(b) **Meeting Place and Time:** Any Annual or Special Meeting of Members may be held at such place as the Board of Directors of the Touchdown Club may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Touchdown Club.

(c) **Calling Annual or Special Meetings:** Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the Touchdown Club instructed to do so

by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) **Written Notice for Meetings:** Written notice (To include digital distribution) stating the place, day and hour of the meeting shall be given for all board meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally, via email, via text or posted on the Northgate Touchdown Club website not less than 10 days nor more than 50 days before the date of the meeting, to each member at his address recorded on the records of the Touchdown Club. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the Bylaws of the Touchdown Club adopted by the Board of Directors, together with a concise statement of the changes made.

(e) **Record of Members Attending Meeting:** At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefore, any member who has given written notice to the Touchdown Club, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

(f) **Annual Report:** At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Touchdown Club and entered in the minutes of the proceedings of such Annual Meeting of Members.

(g) **Presiding Over Meetings Requirement:** Meetings of the members shall be presided over by the following officers, in order of seniority - the President of the Board, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the

Touchdown Club shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

(h) **Order of Business at Meetings:** The order of business at all meetings of members shall be as follows:

- (i) *Roll call.*
- (ii) *Reading of the minutes of the preceding meeting.*
- (iii) *Report of standing committees.*
- (iv) *Officers' reports.*
- (v) *Old business.*
- (vi) *New business.*

(i) **Member Proxy:** Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

(j) **Appointing Inspectors:** The directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

(k) **Voting:** Except as provided by law, the members entitled to cast a majority of the total number of votes entitled to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote.

In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.

(l) **Setting Date for Board of Directors Vote:** The Board of Directors of the Touchdown Club shall fix a record date for the purpose of determining members entitled to notice of, **to vote**, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

(m) **Capital Contribution:** In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Touchdown Club, each certificate evidencing such capital contribution shall conform to the law of the State of Incorporation.

ARTICLE III

Board of Directors

Section 3.01 Board of Directors

(a) **Structure of Board of Directors:** The Touchdown Club shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Touchdown Club during his directorship. The initial Board of Directors shall consist of at least two persons (President and Treasurer). Thereafter, the number of directors constituting the entire Board shall be no less than three of the following positions (President, Vice President, Treasurer and Secretary). Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that

any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

(b) **The First Board of Directors:** The first Board of Directors shall consist of those persons named as the initial Board of Directors in the Certificate of Incorporation of the Touchdown Club, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the membership shall elect directors to hold office until the next Annual Meeting. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

(c) **Removal of Board Members:** Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Touchdown Club. The Board of Directors may remove any director thereof for cause only.

(d) **Resignation of Board Members:** A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Touchdown Club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

(e) **Replacing or Creating New Directorships:** Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Touchdown Club. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

(f) Annual and Regular Meetings of the Board of Directors

(i) *A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.*

(ii) *No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed.*

(iii) *Special meetings may be called by or at the direction of the President, or by a majority of the directors then in office.*

- (iv) *Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors.*
- (v) *The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.*
- (g) **Defining a Quorum:** Except to the extent herein or in the Certificate of Incorporation of the Touchdown Club provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Touchdown Club shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.
- (h) **Presiding Over Meetings of the Board:** The President, if any, shall preside at all meetings of the Board of Directors. If there be no President or in his absence, the Vice President shall preside and, if there be no Vice President or in his absence, any other director chosen by the Board, shall preside.
- (i) **Designating Executive- Sub- and Special-Committees:** Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE IV

Officers

Section 4.01 Officers

(a) **Board Of Director Positions:** The Board of Directors may elect or appoint a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The President may but need not be a director. Any two or more offices may be held by the same person except the office of President and Secretary.

(b) **Term Limits:** Each officer shall hold office until the Annual Meeting of the Board of Directors, and until his successor has been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time.

(c) **President:** The President shall:

- (i) *Be the chief executive officer of the Touchdown Club*
- (ii) *Has the responsibility for the general management of the affairs of the Touchdown Club*
- (iii) *Carry out the resolutions of the Board of Directors.*
- (iv) *Preside at all meetings, to include preparing the agenda of each meeting;*
- (v) *Appoint committee chairpersons with the concurrence of the Executive Board;*
- (vi) *Appoint and/or dissolve all committees required;*
- (vii) *Serve as ex-officio of member of all committees;*
- (viii) *Serve as the primary spokesperson for the Football Booster Club, except as otherwise specified;*
- (ix) *Direct goals and budget performance;*
- (x) *Interface with the Varsity Head Coach to facilitate communication.*

(d) **Vice President:** The Vice President shall:

- (i) *perform all the duties of the President in his/her absence*
- (ii) *be responsible for the annual review of the Bylaws, recommending revisions as deemed appropriate.*

(e) **Treasurer:** The Treasurer shall:

- (i) *Have the care and custody of all of the funds and securities of the Touchdown Club*

- (ii) *Deposit said funds in the name of the Touchdown Club in such bank accounts as the Board of Directors may from time to time determine.*
- (iii) *When duly authorized by the Board of Directors, sign and execute all contracts in the name of the Touchdown Club when counter-signed by the President*
- (iv) *May also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.*
- (f) **Secretary:** The Secretary shall:
 - (i) *Have custody of the seal of the Touchdown Club, and shall affix and attest the same to documents duly authorized by the Board of Directors.*
 - (ii) *Serve all notices for the Touchdown Club which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Touchdown Club.*
 - (iii) *Maintain a record of proceedings from Executive Board meetings and committee meetings via electronic copy and upload to the northgatetouchdownclub.com website*
 - (iv) *Assist in disseminating communications to other Board members and to all participants within the football program;*
 - (v) *Oversee administration of the northgatetouchdownclub.com website*
 - (vi) *Submit facility requests for use of school facilities for meetings and other activities of the Football Booster Club held on school grounds.*

ARTICLE V

Standing Committees

Section 5.01 Committee Organization

- (a) Standing Committees are those required to function throughout the year. Chairpersons shall be appointed by the President, subject to approval by the Executive Board. The term for a Chairperson is one year.
- (b) In addition to the primary functions noted below, Chairpersons have voting privileges for the election of the following year's officers. The elections are conducted during the Year-End meeting.
- (c) Chairpersons are encouraged to attend General Membership Meetings, particularly those meetings in which an update of committee activities may be reported.

Section 5.02 Sponsorship Committee

The Sponsorship Committee shall be responsible for managing the annual sponsorship activities. Duties include:

- (a) Recruit volunteer help required to manage and execute sponsorship activities;
- (b) Propose a sponsorship plan to the Executive Board and lead efforts to obtain annual sponsorships for the Football Program;
- (c) Record the revenues and expenses for sponsorship activities and all proceeds from the sponsorships.

Section 5.03 Team Meals Committee

The Team Meals Committee shall be responsible for managing the game-day meals and coordinating with local restaurants and stores for donations. Duties include:

- (a) Recruit volunteer help required to manage and execute game-day meals;
- (b) Manage ordering and delivery of meals.
- (c) Record expenses for meals and ensure all receipts are submitted to the Treasurer.

Section 5.04 Fundraising Committee

The Fundraising Committee shall be responsible for managing fundraising activities not associated with the golf tournament, sponsorships or concessions. Duties include:

- (a) Recruit volunteer help required to manage and execute selected fundraising activities;
- (b) Record the revenues and expenses for each event.

Section 5.05 Merchandise Committee

The Merchandise Committee shall coordinate the promotion of football spirit through the sale of apparel and memorabilia. Duties include:

- (a) Recruit the volunteer help required to sell the merchandise;
- (b) Manage the inventory to meet the changing needs of the players and families;
- (c) Record an accurate and timely account of expenses and coordinate the financial operation with the Treasurer;
- (d) Report the ongoing status of the merchandise operation to the Executive Board.

Section 5.06 Special Events Committee

The Special Events Committee shall be responsible for coordinating events throughout the year including Kick-Off Picnics, Meet the Coaches, End-of-Season Parties, Homecoming and Senior Night. Duties include:

- (a) Recruit the volunteer help required to execute parties, banquets and other activities associated with these events;
- (b) Manage each event per the Club's direction.

ARTICLE VI

Miscellaneous

Section 6.01 Miscellaneous

- (a) **Keeping Complete and Correct Records:** The Touchdown Club shall keep on the northgatetouchdownclub.com corporate site, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.
- (b) **Corporate Seal:** The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.
- (c) **Fiscal Year:** The fiscal year of the Touchdown Club shall be fixed by the Board of Directors from time to time, subject to applicable law.
- (d) **Changing Bylaws**
 - (i) *All Bylaws of the Touchdown Club shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the members entitled to vote in the election of directors, at a special meeting of the members called for such purpose.*
 - (ii) *The Board of Directors shall have the power to make, alter or repeal, from time to time, Bylaws of the Touchdown Club, except that the Board may not amend or repeal any Bylaw in which control thereof is vested exclusively in the members. If any Bylaw regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors, the Bylaw so made, amended or repealed, together with a concise statement of the changes made.*

ByLaw Changes 4-1-24

- *Added “While maintaining fiscal responsibility with future obligations accounted for. “ to Sec 103.G*
- *Removed Sec. 201.B in its entirety “(b) All current and past coaches, players and player’s parents are invited to join the Touchdown Club free of charge.”*
- *Removed from New Sec. 201.B “including Platinum, Gold, Silver, Bronze and Donation memberships” and replaced it with “which includes tier benefits”*
- *Removed “See the NorthgateTouchdownClub.com website for details” from New Sec. 201.B*
- *Changed to title for Sec. 202 from “Annual and Special Meetings” to “Annual, Board, Director, and Special Meetings”*
- *Added Sec’s. 202.A.1, 202.A.2, 202.A.3, and 202.A.4*
- *Added “(To include digital distribution)” to Sec. 202.D*
- *Changed “northgatetouchdownclub.com” to read “Northgate Touchdown Club Website” to Sec. 202.D*
- *Added “Board” to Sec. 202.D*
- *Sec. 502 was renamed from “Golf Tournament and Sponsorship Committee” to the “Sponsorship Committee”*
- * Sec 502 the term “Golf Tournament” has been removed from this section in its entirety.*