

# **Toast to Our Stars Club of North Charleroi, Inc. Bylaws**

**Amended February 13, 2019**

## **Article I – Name**

### **Section 1.**

The name of this organization shall be called the Toast to Our Stars Club of North Charleroi, Inc.

### **Section 2.**

The fiscal year of the club shall begin on January 1st and end on December 31st of each year.

### **Section 3.**

The principal place of business shall be in the Borough of North Charleroi and the registered office of the organization shall be 720 Locust Lane, North Charleroi, Pennsylvania 15022.

The organization may also have offices at such other place as the Board of Directors from time to time appoints or the business of the Association may require.

## **Article II – Objectives**

The objectives of this organization shall be:

a. Encourage, promote and recognize the participation, achievements and success of high school students grades nine through twelve of the Borough of North Charleroi in academics, arts and athletic extracurricular activities. Such purpose shall be pursued within the spirit of all rules and regulations of the respective student's school and such associations, organization and leagues with which the schools or programs may be affiliated. The recognition shall be in the form of, but not limited to, media publicity, awards banquet, plaques, apparel, accessories or scholarships which fall within the guidelines set forth by affiliate schools, governing bodies, associations or organizations.

The TTOS shall also act and remain independent of any school, school district or other organization although it may have common members and officers.

## **Article II – Objectives (cont.)**

No part of the net earnings of the TTOS shall inure to the benefit of, or be distributable to its members, trustees, or officers or private persons, except that the TTOS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of specified purposes. No substantial part of the activities of the TTOS shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the TTOS shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

b. To maintain a membership of honorable character and reputation.

c. To sustain a non profit position in accordance with the rules governing the 501 ( c ) (3) status.

## **Article III – Membership**

### **Section 1.**

Membership as of this date is open and subject to the following:

1. An applicant is a resident or has been a former resident of North Charleroi and twenty-one years of age.
2. An applicant is an adopted resident of North Charleroi that has exhibited the character and reputation of a “Lock Four” individual.
3. Has been voted for favorably by the majority of members at a regular meeting.

### **Section 2.**

It shall be the duty of the members to attend regular meetings and to aid in the promotion of the objects for which the club was formed. It shall be the responsibility for each member to be assigned to one committee.

### **Section 3.**

The Board of Directors shall have the power to revoke membership for cause.

## **Article III – Membership (cont.)**

### **Section 4.**

The club is committed to a policy of fair representation, which does not discriminate the basis of age, race, religion, sex, color, national origin, physical handicap or sexual orientation.

## **Article IV - Election and Duties of Officers**

### **Section 1.**

The officers of the club shall consist of the following: President, Vice-President, Recording Secretary, Financial Secretary /Treasurer and a Board of seven (7) Directors.

### **Section 2.**

Officers shall hold office for 4 years and the Board of Directors shall hold office for two years.

Candidates shall be nominated on the first meeting and voted on during the first meeting of the election year. There shall be a secret ballot, each candidate shall be voted for separately and the candidate must get majority vote of the members present. The newly elected officers shall assume office immediately after the election.

### **Section 3.**

Duties of Officers:

(a) President

Shall appoint all committees, committee chairmen and conduct the business of the club.

Shall preside at all meetings of the club and conduct them by formal order of business.

Shall be a member of all standing committees.

Shall appoint, at the election meeting, a Judge of Election and tellers.

Shall appoint all standing and special committees.

Shall sign all agreements made on behalf of the club and perform the other duties incident to the office - all subject to the control and direction of the Board of Directors.

## **Article IV - Election and Duties of Officers (cont.)**

### **(b) Vice-President**

Shall assume the duties of the President in the President's absence.

Shall assume the duties of the President in the in the event of a vacancy or the inability of the President to act.

### **(c) Secretary (Recording)**

Shall keep a correct record of all the meetings of the club.

Shall keep a correct list of names and addresses of all members.

Shall have custody of all important papers.

Shall attend to all correspondence and present announcements to the club.

Shall present the minutes of all the regular and special meetings.

### **(d) Financial Secretary / Treasurer**

Shall keep the record of club funds.

Shall keep a strict account of all the funds received and expended, reporting same the regular meetings of the club.

Shall deposit funds in a bank.

Shall prepare an annual financial report

Shall submit all books for audit to the Board of Directors by the first meeting of the year.

Shall not make payments without the counter-signature of the President, Vice President.

### **(e) Board of Directors shall:**

Shall have general supervision of the affairs of the club.

Shall fix the hour and place of meetings.

Shall make recommendations to the club and perform such other duties as are specified in these bylaws.

Shall report to the club all business transacted.

### **Section 3. (e) Board of Directors shall: (cont.)**

Shall give the treasurer permission to draw from account to meet expenses of the club.

Shall have the power to fill vacancies of the Board of Directors, President, Vice President, Recording Secretary, Financial Secretary /Treasurer.

Shall receive the books from the Treasurer during the meeting of the year.

## **Article V - Standing Committees and Duties**

### **Standing Committees Appointed Annually by the President**

#### **Section 1. Duties**

All members of the club are required to be a member of at least one committee.

Committees shall appoint a chairperson to be responsible for the duties of the committee.

Committees will report progress to the membership at each regular meeting.

#### **Section 2. Bylaws Committee**

Shall receive all proposed amendments.

Shall present amendments to the Board of Directors for approval.

Shall submit approved amendments to the club for action.

#### **Section 3, Banquet and Awards.**

Shall include the liaison with schools to acquire a list of eligible honorees.

Shall prepare and collect special award applications.

Shall include inviting honorees and their parents or guardians.

Shall include acquisition of the banquet facility and the menu.

Shall include acquisition and presentation of awards.

Shall include the responsibility of banquet master of ceremonies.

Shall include the acquisition of a keynote speaker who is commensurate of past speakers.

Shall include acquisition of banquet glasses.

Additional duties of this committee to be determined by the Board

## **Section 4. Ways and Means.**

Shall include direction and execution of fund raising.

Shall include the content, publishing, and collection of advertisements in the banquet book.

Shall include maintaining and publishing a website, social media correspondence, and public communications and affiliations.

Shall oversee and maintain the solvency of the clubs 501 (c)(3) non-profit status.

Additional duties of this committee to be determined by the Board.

## **Article VI – Meetings**

### **Section 1.**

Meetings of the club shall be held as needed per notification. Board of Directors meetings will be held as necessary.

### **Section 2.**

Meetings shall be held at a location and time as determined by the Board of Directors.

### **Section 3.**

Meeting shall be conducted using Roberts Rules of Order. The order of business shall be:

1. Call to Order
2. Reading and approval of the minutes of the previous meeting.
3. Reading of correspondence and other communications.
4. Treasurer's report
5. Presentation of any bills.
6. Committee Reports
7. Unfinished business
8. New business
9. At January meeting, election of officers.
10. Adjournment.

### **Section 4. Quorum**

Thirty percent (30%) of the members of the club present at a meeting shall constitute a quorum.

A majority of the Board of Directors at a Board of Directors meeting shall constitute a quorum for the transaction of business.

## **Article VII – Amendments**

### **Section 1.**

This constitution may be amended by the vote of a majority of those present at any regular meeting of the Club, provided:

- (a) It has been presented in writing and agreed to by Fifty Percent (50%) of the members.
- (b) If it has been read at a previous meeting of the club.
- (c) That a notice, in writing or email, setting forth such proposed amendment shall have been sent to each member in good standing at least five (5) days before the meeting at which amendments are to be voted on.

## **Article VIII – Management**

### **Section 1.**

It shall be the duty of the Board of Directors and they shall be invested with the power to control and manage the affairs, funds and finances of the club.

### **Section 2.**

To do all lawful things which they may deem expedient to promote the objects and interest of the club.

### **Section 3.**

The Board of Directors may have an audit of the club books whenever they deem fit. This would be in addition to the annual audit at the end of the fiscal year.

## **Article VIII – Management (cont.)**

### **Section 4.**

Except as indicated below, it shall be the policy of the Club to hold harmless its officers, directors and any other personnel from liability arising out of any such person's negligence when such person is acting in his Club performance capacity. That is, when acting on behalf of the Club, no officer or director, or employee of the Club shall be individually responsible for any harm sustained by a third party on the premise of the Club, or in connection with Club activity.

Exception: The Club shall not be responsible for any intentional tortious acts of such individuals or any gross negligence of such an individual (defined by the act or omission to act as against Club policy with reckless disregard for harm to another).

Errors and Omissions Insurance and Premise Liability Insurance shall be maintained by the Club sufficient to cover any such subrogation arising from this clause.

## **Article IX – Banquet and Awards**

### **Section 1. Banquet**

A banquet for eligible awardees will be held annually.

All efforts will be made for this event to be held to standards becoming of past banquets.

### **Section 2. Awards**

Participation awards will be presented annually when eligibility is met.

Outstanding awards will be presented annually when eligibility is met.

Special awards will be presented annually if the board determines financial feasibility.

Outside special awards will be an accepted policy of the club but are also subject to approval annually of the board.



## **Article IX – Banquet and Awards (cont.)**

### **Section 3. Participation Awardee Requirements**

Shall be a resident of North Charleroi as determined by their schools' registrars' records.

Shall be a participant of the following:

The TTOS recognizes and honors student participation in any extracurricular activity or sport in which a Varsity Letter is awarded.

To be eligible for recognition, the student must be included on the final roster or deemed an active participant as determined by the coach, director or sponsor of the extracurricular activity.

### **Section 4. Outstanding Award Requirements**

Shall be a resident of North Charleroi as determined by their schools' registrars' records.

OUTSTANDING ATHELETE/PARTICIPANT RECOGNITION. Students selected for conference, sectional, county, regional or state honors are eligible for Outstanding Recognition for their sport or activity.

OUTSTANDING STUDENT RECOGNITION. Seniors who have met residency requirements and have maintained a grade point average of 93 during that time at any school that meets state academic standards will be recognized as Outstanding Students.

### **Section 5. Special Award Requirements**

Applicants shall complete an application as prepared by the Banquet and Awards Committee.

Awardees shall be determined by a vote by secret ballot of a majority of members at an advertised regular meeting.

Value and number of the awards shall be determined yearly by the board and approved by the membership.

When feasible awards shall be given in remembrance and appreciation in the names of Brad Pelzer and Cliff Nickisher.

## **Article IX – Banquet and Awards (cont.)**

### **Section 6. Verification of Eligibility**

While every effort will be made by the TTOS to identify and verify student participation and eligibility, the TTOS will not be liable or be held responsible for any errors, omissions or oversights that may occur before, during or after the recognition activities. All recognition activities are at the sole discretion of the TTOS and all decisions based on eligibility and worthiness are final.

## **Article X – Conflict of Interest**

### **Section 1. No nepotism.**

The Club shall prohibit nepotism. That is, TTOS shall prohibit any board member from exerting influence over the award selection of a relative. A relative shall be defined as: a member of a board member's family, including son, daughter, step-son, step-daughter, brother, sister, brother-in-law, sister-in-law, niece, nephew, or household member.

### **Section 2. Conflict of interest. Abstention in the event of Conflict of Interest.**

When a member's relative (as defined above at section 1) is a candidate for consideration as a potential recipient of any award or scholarship to be given by the Club, such member shall abstain from voting on said scholarship or award. When the conflict is not realized until after the fact, such member's vote shall be voided as if never cast.

## **Article XI – Dissolution**

Upon the dissolution of the Club, all of the remaining assets of the Club shall be distributed only to The North Charleroi Recreation League. If in case The North Charleroi Recreation League is also dissolved at that time the remaining assets shall be to a distributed to one or more organizations created and operated, other than for religious purposes, under Section 501(c)(3) of the Internal Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

END.

