



# **BY-LAWS and OPERATING RULES**

**of the**

## **KENT BROWNS BACKERS, INC**

### **Article I. Name and Purpose of Organization**

The name of this organization is the Kent Browns Backers, Inc. (“KBB”) and is an individual Chapter of Browns Backers Worldwide (“BBW”) of the Cleveland Browns Football Company LLC (“the Browns”).

The Kent Browns Backers (“KBB”) authority to operate as an individual Chapter of Browns Backers Worldwide (“BBW”) has been granted by a letter of understanding (“LOU”) as Chapter #80 duly executed by the Cleveland Browns Football Company and the Coordinator of Browns Backers Worldwide dated July 8, 1999 and updated July 8, 2005. In the event of any conflicting provisions discovered in these By-Laws, the authority delegated by the LOU will supersede those stipulated in these By-Laws.

The KBB exists as a non-profit corporation governed by the laws of the State of Ohio Corporation Chapter # 158717, Federal ID # 20-4852619, to promote fun, fellowship, friendship and good will in support of the Browns.

KBB strives to promote membership on a local basis through active participation and loyal support of the common interests of the Brown’s and fans of the team.

## Article II. Membership

**Section 1. Classes of Membership:** Only individual memberships are available. KBB member applicants need to be at least eighteen (18) years of age as of the dues year.

**Section 2. Admission of Members:** Members will be admitted after filling out the current KBB membership form and submitting it with the membership fee either online or in person for the current year to the KBB board.

**Section 3. Voting Rights:** Each active member is entitled to one (1) vote on each matter submitted to a vote of the membership.

**Section 4. Termination of Membership:** The Board of Directors by affirmative vote of a quorum of its members may suspend or expel a member without cause, and by a majority vote of those present at any meeting, may terminate the membership of any member.

**Section 5. Dues Year and Fee Structure:** The dues year begins on August 1st and ends July 31st of each year. Renewal dues are payable on August 1st and will be considered current if received by the Treasurer no later than August 31st of a given year. The Board of Directors is granted authority to run membership specials or promotions as they deem necessary.

**Section 6. Resignation:** Any member may resign from the club at any time by notifying a KBB board member, but such resignations will not relieve the member of any obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

**Section 7. Reinstatement:** Upon written request signed by as former member of KBB and filed with the Secretary, the board of Directors, by affirmative vote of a majority of the directors present at any meeting, may reinstate such former member to active membership status, if current dues have been paid in full.

**Section 8. Transfer:** Membership in KBB is not transferable or assignable.

**Section 9. Honorary Membership:** The purpose of an honorary membership is to recognize a member's contribution, in either a single or ongoing effort, which benefits the KBB membership. Honorary memberships may be awarded by majority vote of the directors of KBB. Honorary memberships are for a period of one dues year.

**Section 10. Honorary Lifetime Membership:** The purpose of an Honorary Lifetime Membership is to recognize those individuals that have made exceptional contributions, in either a single or ongoing effort, which benefits the KBB membership. Honorary Lifetime Memberships can only be made by a consensus vote of the Board of Directors.

## **Article III. Meetings of Members**

**Section 1. Meetings:** General membership meetings shall be held during the months of September, October, November and December during the regular season games. Date and times of the meetings will be determined by the Cleveland Browns regular season schedule.

**Section 2. Special Meetings:** Special Meeting of the members may be called by the President, a majority of the Board of Directors, or not less than one-third of the members having voting rights.

**Section 3. Annual Meeting:** KBB shall hold an Annual Meeting for the election of officers in January, date and time to be determined by the board with proper notification given to the general membership.

**Section 4. Place and Time of Meetings:** The Board of Directors may designate any place or time within the State of Ohio as valid for the conduct of any meeting of KBB.

**Section 5. Notice of Meetings:** Written notice stating the place, date and time of any meeting of the membership shall be delivered by US mail, e-mail, or posted upon the KBB website to all members entitled to vote at such meeting not less than fourteen days prior to the meeting.

## **Article IV. Board of Directors**

**Section 1. General Powers:** The affairs of KBB shall be managed by its Board of Directors. Directors must also be members in good standing of KBB.

**Section 2. Number and Tenure:** The number of directors shall be seven (7). All officers shall also be directors. Each director shall hold office until the annual meeting of members and until his/her successor shall have been elected.

**Section 3. Meetings:** The Board of Directors shall hold a regular meeting in January, March, May, July, September, October, November and December at any place or time by their resolution.

**Section 4. Special Meetings:** Special Meetings of the Board of Directors may be called by the President or any three (3) directors. The person(s) authorized to call special meetings of the board may fix any place as the place for holding any special meeting called by them.

**Section 5. Notice:** Written notice of any special meeting of the Board of Directors shall be given at least five (5) days prior to the date of such special meeting. Notice shall be delivered by US mail, e-mail, or posted upon the KBB website. Any director may waive notice of any given meeting. The attendance of a director at any meeting shall constitute a waiver of such notice. The business to be transacted at the meeting need not be specified in the notice unless required by State law or these By-Laws.

**Section 6. Quorum:** A majority of the Board of Director shall constitute a quorum and is required for the transaction of business at any meeting of the Board.

**Section 7. Attendance and Vacancies:** Attendance of all Directors is required at all meetings of Board of Directors. A vacancy in the board shall be deemed to exist, by automatic resignation of any director who is absent from three (3) consecutive meetings of the Board of Directors unless a resolution is granted by the remaining directors expressly excusing such absence. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director selected to fill a vacancy shall hold office during the unexpired term of his/her predecessor in office until his/her successor is duly elected.

## **Article V. Officers and Duties**

**Section 1. Officers:** The officers of KBB shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be elected in accordance with the provisions of this article.

**Section 2. Election and Term of Office:** The officers and directors of the KBB shall be elected each year at the Annual Meeting of the KBB. New officers may be created and filled at any meeting by the Board of Directors. Each officer or Director shall hold office until his/her successor shall have been elected or the office eliminated. All Officer positions may only be filled by an existing board member. A nominating committee shall exist, which consists of three (3) non-officiating directors chosen by the board. This committee shall submit to the Board of Directors at the meeting of the Board prior to the Annual Meeting the list with the positions they choose to run for. Any member in good standing, excluding viewing location owners and/or partners, may submit their name to the committee for any existing positions, with the exception of the Officer positions, which may only be filled by an existing board member. The election will be conducted by voice ballot of the membership unless it is deemed impractical by the President, in which case a written ballot will be required.

**Section 3. Removal:** Any officer may be removed by the Board of Directors whenever in its judgement the best interests of KBB would be served.

**Section 4. Vacancies:** A vacancy in any office because of death, resignation, removal or

otherwise shall be filled by the Board of Directors.

**Section 5. President:** The president shall be the principal executive officer of the KBB and shall exercise general supervision and control of all the business and affairs of KBB. He/she shall preside at all meetings of the membership and the Board of Directors. The President may sign, with the Treasurer, any deeds, mortgages, bonds, contracts or other instruments which Board of Directors have authorized to be executed. He/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

**Section 6. Vice President:** In the absence of the President or in event the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time be assigned to him/her by the President or by the Board of Directors.

**Section 7. Secretary:** The Secretary shall keep the minutes of the meetings of KBB, and see that all notices are duly given in accordance with the provisions of these By-Laws or as required by the State Law; be custodian of all records of KBB; keep a register of the address and other membership data of each member; and in general perform all duties incident to the office of Secretary and such duties that may be assigned to him/her by the President or the Board of Directors.

**Section 8. Treasurer:** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities from any source whatsoever, and deposit all such monies in the name of KBB in such banks or other depositories as shall be authorized by the Board of Directors, and in general perform all duties incident to the office of Treasurer and such other duties that may be assigned to him/her by the Board of Directors.

## **Article VI. Committees**

**Section 1. Appointed Committees:** The Board of Directors may designate one (1) or more committees (other than the nominating committee), each of which shall consist of one (1) or more directors, and may also include individual members, to perform whatever task or action the Board of Directors may so delegate to such committee(s). But the designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the board of Directors, or any individual director, of any responsibility imposed upon it or him/her by State Law.

## **Article VII. Fiduciary Authority**

**Section 1. Contracts:** The Board of Directors may authorize any officer, member or agent of KBB to enter into any contract or execute and deliver any instrument in the interest of and on behalf of KBB, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc:** All checks, drafts or order for the payment of money or other evidences in indebtedness issued in the name of KBB shall be signed by the President, Treasurer or the designee, and not without specific prior authority granted by the Board of Directors and duly noted in the minutes or their proceedings. To facilitate an orderly and practical fiscal policy, the Treasurer may submit to the Board of Directors an annual budget on behalf of the officers for the normal, routine and on-going administrative expenses of KBB. If approved by the Board of Directors, all expenses falling within the approved budgetary guideline will be granted de facto authority.

**Section 3. Deposits:** All funds of KBB shall be deposited promptly to the credit of KBB in such banks, trust companies or other depositories as the Board of Directors may select by their resolution.

**Section 4. Gifts:** The Board of Directors may accept on behalf of KBB any contribution, gift request, or donation for the general purpose and behalf of KBB.

**Section 5. Fiscal Year:** The fiscal year of KBB shall be the natural calendar year.

**Section 6. Books and Reports:** KBB shall keep and maintain complete and correct books and records of accounts and shall also keep minutes of the proceeding of its members and Board of Directors. All books and records of KBB may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

## **Article VIII. Decorum and Conduct**

**Section 1 Rules and Proceedings:** All official meetings of KBB shall be conducted in conformity with Roberts Rules of Order.

## **Article IX. Viewing Locations**

**Section 1 Viewing Locations:** Any viewing location/meeting place must be approved by the board of directors and may be eliminated as well by a vote of the board of directors. These locations will be governed by the board and are an extension of the Kent Browns Backers, Chapter 80 and all KBB club rules apply. Owners/partners of any viewing location are not eligible to hold a board of director position.

**Section 2 Viewing Location Activity:** All public correspondence, marketing, promotions, and activities at any viewing location must be approved by the board of directors.

**Section 3 Viewing Location Representation:** A representative/representatives may be appointed by the board to conduct business during the season at any given viewing location. The representative will adhere to all KBB rules and regulations or any other instructions given by the board. If any representative is appointed, they will hold an honorary, non-voting board position during the season.

## **Article IX. Property Rights of Member and Dissolution**

**Section 1. Property of KBB:** No member shall possess any right in or to property of KBB.

**Section 2. Dissolution:** In event all memberships are terminated or in the event that KBB owns or hold any property upon its dissolution and winding up, after paying or adequately providing for the debts and obligations of KBB, the Board of Directors shall dispose of the remaining property by donation to any charitable organizations so designated by the Board of Directors. In no event shall any earnings or property of KBB be distributed to inure to the benefit of any member, former member, director or officer of KBB either directly or indirectly.

## **Article X. Amendments to By-Laws**

These By-Laws may be amended or repealed, and new By-Laws may be adopted, amended or repealed, by the affirmative vote of a majority of all the members of the Board of Directors, at a regular or special meeting of the board called for such purpose.

## **Article XI. Approval & Acceptance**

The revisions herein were approved by the KBB Board of Directors at their meeting on December 5, 2021. The approved revisions were then posted to the KBB website.

Attest: \_\_\_\_\_ **President**

Attest: \_\_\_\_\_ **Vice President**

Attest: \_\_\_\_\_ **Secretary**

Attest: \_\_\_\_\_ **Treasurer**

Attest: \_\_\_\_\_ **Board Member**

Attest: \_\_\_\_\_ **Board Member**

Attest: \_\_\_\_\_ **Board Member**