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# **BYLAWS OF COUGAR ATHLETIC CLUB, INC.**

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## ***MISSION STATEMENT***

The purpose of this organization shall be:

- To provide supplemental financial support for the enrichment and enhancement of athletic programs at Centennial High School;
- To enlist financial and moral support within the community in order to provide such financial support and to achieve excellence for the same as a civic symbol for the entire Williamson County community;
- To encourage, among the parents and the students at the elementary and middle school levels, an interest in the athletic programs and activities as preparation in and support of the organizations activities at Centennial High School, and;
- To promote school spirit and encourage individual team support groups to become active members of the Cougar Athletic Club.

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ARTICLE I  
NAME

The name of this corporation shall be Cougar Athletic Club, Inc. (CAC). The principal place of business shall be Centennial High School, 5050 Mallory Lane, Franklin, Tennessee 37067.

ARTICLE II  
FISCAL YEAR

The fiscal year of the CAC shall be June 1<sup>st</sup> to May 31<sup>st</sup>.

ARTICLE III  
MEMBERSHIP

- 1) Membership- The following individuals and/or groups shall be eligible for membership:
  - a. Parents of students; present or past;
  - b. Alumni;
  - c. Members of the faculty of Centennial High School;
  - d. Business and professional firms and/or individuals shall be non-voting members;
  - e. Civic and social organizations and/or individual representatives shall be non-voting members; and
  - f. Other interested individuals or organizations, who shall be non-voting members.
  
- 2) Voting Membership- The following criteria must be met to qualify as an eligible voting member:
  - a. Voting membership shall be contingent satisfying section 1a, 1b, or 1c listed above
  
- 3) Additional Classes and/or Categories of Membership- The Board may from time to time, authorize or designate other and/or additional categories and/or classes of individuals, corporations and/or organizations in support of the CAC's purpose(s).

ARTICLE IV  
MEETINGS

- 1) General Membership Meetings- Meetings of the Board and membership shall be held at least twice a year during the regular school year or as called by the Board and/or President.
  - a. Meetings may be rescheduled for due cause at the direction of the President;
  - b. The membership shall be notified of the time and place of each meeting by mail, e-mail, circular, message or telephone at least seven (7) days in advance of such meeting.
  - c. A minimum of ten (10) voting members plus two (2) elected officers shall constitute a quorum.
  
- 2) Board Meetings- The last meeting of the year shall be both a General Membership and a Board Meeting and will be the meeting at which officers are elected by voting members of the board. Other Board meetings may be scheduled at the direction of the President.
  - a. A minimum of ten (10) voting members plus six (6) elected officers shall constitute a quorum;
  - b. Meetings of the board shall be open to all members, should any member desire to attend; and
  - c. Unless the Charter otherwise provides, the Executive Board may permit any or all Board members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Board members participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.
  
- 3) Executive Committee Meetings- Executive Committee meetings shall be held at such times and places as are specified by the President and as follows:
  - a. Meetings may be rescheduled at the direction of the President;
  - b. A minimum of six (6) voting members of the Executive Committee shall constitute a quorum; and
  - c. Meetings of the Executive Committee shall be open to the General Membership, should any member desire to attend.
  - d. Meeting Procedures- All meetings shall be conducted within the framework of accepted parliamentary procedure and Roberts' Rules of Order shall be the definitive authority for questions or procedure which cannot be satisfactorily resolved by the presiding officer.

ARTICLE V  
GOVERNMENT

Section 1. Executive Committee

- a.) Composition - The Executive committee shall consist of not more than eleven (11) elected officers and the school principal or his designee.
1. The ten (10) elected officers of the organization shall be President, Fall Sports Vice-President, Spring Sports Vice-President, Secretary, Treasurer, Treasurer-Elect, and up to five (5) Members At-Large, all of whom shall be elected annually by the General Membership, and the school principal or his designee; and
  2. The immediate Past-President shall serve as a voting ex-officio member of the Executive Committee. If the President chooses to serve as Past President, the Executive Committee will include (four) 4 Members-At-Large. If the President does not serve a term as Past President, five (5) Members-At-Large may serve on the Executive Committee.
- b.) Duties - The Executive Committee shall perform the following duties:
1. Consider and vote on specific suggestions, criticisms, request for funds, fundraising proposals, committee issues and other matters requiring direction by the Executive Committee or recommendations from the General Membership; and
  2. Preparation of an agenda for each General Membership meeting, to include all old business, new business, relevant committee reports and announcements of interest to the General Membership and the Board; and
  3. Coordination of the transfer of government and operations of the organization to the incoming Executive Committee, with clarification of all records, procedures and ongoing business by the end of the term limit.

ARTICLE V  
GOVERNMENT

Section 2. Board

- a.) Composition - The Board shall consist of up to eleven (11) elected officers, one school administrator, and team representatives outlined as follows:
1. The eleven( 11) officers as defined in Article V, Section I a), 1. and 2.;
  2. The team representative(s) shall be a member appointed by the coach to represent the team sport to the organization. Each team shall be entitled to one (1) vote on the Board.
  3. Team sports referred to are those sports recognized and supported by the Executive Board
- b.) Duties - The Board shall perform the following duties:
1. Participate in the nomination process for officers for the board as outlined in Article V, Section 3a) 1-4, and;
  2. Attend General Membership Meetings, communicating important team and fundraising or procedural information to team parents and volunteers
  3. Voting members shall vote in the election of officers at the General Membership Meeting
  4. Coordinate the transfer of operational information from one team representative to another as succession is necessary; and
  5. Follow the policies and procedures manual and guidelines provided by the Treasurer
- c.) Filling Vacancies- Should a seat on the Board become vacant, an eligible team member shall be elected by the Executive Committee upon the nomination by the coach of the team having the vacant seat.

ARTICLE V  
GOVERNMENT

Section 3. Officers

- a). Nominations- A Nominating Committee of two (2) members of the Board and three (3) members of General Membership who are not members of the Executive Committee shall be appointed no later January of each year and shall be responsible for recommending candidates for the following eleven (11) elected officers of the organization: President, Fall Sports Vice President, Spring Sports Vice-President, Secretary, Treasurer, Treasurer-Elect and four (4) or five (5) Members- At-Large to serve for the following school year.
1. The Nominating Committee shall consist of at least two (2) members of the Executive Committee one (1) of whom shall serve as Chairman and three (3) voting general members selected by the President, and the Athletic Director and Principal or his//her designee;
  2. Prior to submitting nominations to the Board, the Nominating Committee shall confirm, through direct contact with potential nominees, that those individuals are eligible, available and willing to serve, if elected, in the capacities and for the specific terms of office involved;
  3. Nominations shall be announced to the General Membership thirty (30) days prior to the election in accordance with notification specified in Article IV, 1(b); and
  4. Additional nominations may be accepted from the floor at the General Membership meeting at which the election is held.
- b) Voting - Voting for the eleven (11) officers of the CAC shall be accomplished at the last General Membership meeting, which shall serve as the annual business meeting of the CAC board, every year.
- c) Resignation- Board or Executive Committee members may resign at any time by delivering written notice to the Executive Committee, the President or to the CAC. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- d) Removal- Any member of the Board or Executive Committee may be removed for good and sufficient cause, by two-thirds (2/3) vote of those members present and voting.
- e) Filling Vacancies - Should the office of President become vacant, the Fall Sports Vice-President shall automatically assume the duties of the President. Should any other offices become vacant, that office shall be filled by election at the next Executive Committee meeting.

ARTICLE VI  
DUTIES OF OFFICERS

The duties of each officer shall include, but not be limited to, the following responsibilities:

1. President - The President shall:

- a. Serve as executive director of the CAC, with full power to enforce the provisions of the Bylaws, appoint committee chairmen, delegate responsibilities and recommend policies and procedures for successful realization of the purpose(s) and objectives(s) of the CAC as stated in the Bylaws;
- b. Preside at all General Membership meetings; and
- c. Serve as Chairman and preside at all General Membership, Board, or Executive Committee meetings.
- d. Assign different Executive officers the responsibility to review the month's financial transactions during monthly Club meetings.
- e. Verify that the Board is abiding by the School Support Organization Financial Accountability Act; Public Chapter No. 326, Acts of 2007 (attached)

2. Fall Sports Vice President – The Fall Sports Vice President shall:

- a. Serve as the Vice Chairman of the Executive Committee and shall perform the duties of the President in his/her absence and/or in the event of a vacancy in such office.
- b. Additionally, the Fall Sports Vice-President shall be responsible for coordinating the activities of such committees appointed by the President as he/she may, from time to time, be requested by the President to do so.
- c. Chair Fall Fundraising efforts, engaging other board members and committee members to help as needed.
- d. Perform and accomplish such other and or/further duties and or assignments as may be designated by the President and/or the Executive Committee
- e. Act as the CAC liaison for all Fall Sports,; either attending individual team meetings personally or assigning a CAC Executive Member to attend meetings to encourage CAC membership and participation

ARTICLE VI  
DUTIES OF OFFICERS

3. Winter/Spring Sports Vice President- The Winter/Spring Sports Vice President shall:
  - a. Chair the Membership Committee
  - b. Chair Winter/Spring Fundraising efforts, engaging other board members and committee members to help as needed.
  - c. Perform and accomplish such other and/or further duties and/or assignments as may be designated by the President and/or Executive Board.
  - d. Act as the CAC liaison for all Winter/Spring sports; either attending individual team meetings personally or assigning a CAC Executive member to attend meetings to encourage CAC membership and participation.
  
- 4) Secretary - The Secretary shall:
  - a. Keep accurate minutes of all General Membership, Board, and Executive Committee meetings, submit same for approval and keep a permanent record of minutes; E-mail minutes from the monthly CAC meetings to the General Membership, Board; and
  - b. Prepare an agenda for all of the business of the meetings of the General Membership, Executive Committee, and
  - c. Perform and accomplish such other and/or further duties and/or assignments as may be designated by the President and/or Board.



ARTICLE VI  
DUTIES OF OFFICERS

- 5) Treasurer- The Treasurer shall:
- a. Execute all necessary bank documents for the proper transaction or business of the organization as directed by the Board;
  - b. Receive and keep an accurate record of all monies earned by and/or paid to the organization;
  - c. Make regular deposits to various accounts of the organization;
  - d. Pay and keep an accurate record of all disbursements authorized by the Board;
  - e. Prepare a financial report for presentation at each General Membership meeting, Board meeting, and Executive Committee Meeting, with a copy to be appended to the minutes of each such meeting. Advise the Executive Committee of special financial problems and budget consideration which are in need of resolution or which may affect the decisions to specific expenditures; and
  - f. Advise the Board of special financial problems and budget considerations which are in need of resolution or which may affect the decisions to specific expenditures; and
  - g. Perform and accomplish such other and/or further duties and/or assignments as may be designated by the President and/or Board.
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- 6) Treasurer-Elect- The Treasurer-Elect shall
- a. serve at the expiration or termination of the Treasurer's term; and
  - b. ascend to the position of Treasurer, at which time a new Treasurer-Elect shall be elected.
- 7) Member-At-Large- A Member-At-Large
- a. attend board meetings on a regular and consistent basis; and
  - b. volunteer at events; and
  - c. accept responsibilities and assignments from the president or vice president when available; and
  - d. contribute to board discussion and work toward the mission of the CAC
- 8) Remuneration- No officer or Board member shall receive any monetary compensation for his/her services as an officer

## ARTICLE VII

### FUNDS

- 1) General Funds - The General Fund shall consist of all net receipts of the organization not otherwise designated and shall be used to defray the operating expenses and promote the programs of the organization.
- 2) Other Funds - The Board and/or the Executive Committee may, from time to time, establish and designate at inception, certain or special funds for designated gifts and/or projects. These funds shall be expended and/or disbursed exclusively in accordance with the purpose for which such funds were designated.
- 3) Expenditures –
  - a) Any and all expenditures from the General fund shall be authorized by the Executive Committee with exception of concessions purchases and operating expenses.
  - b) All team check request forms that exceed \$1000.00 (one thousand dollars) shall require two (2) authorized signatures.

## ARTICLE VIII

### MISCELLANEOUS

- 1) Effects of the Bylaws- All person joining the organization or anyone elected to the Board or other position of the organization shall be bound by these Bylaws in all respects as if they had been a member at the time of their adoption.
- 2) Duties of Members- All members are expected to participate whenever needed for special functions, activities, and/or assignments in furtherance of the purpose(s) and objective(s) of the organization.
- 3) Political Involvement- The organization will not endorse nor support individual candidates in political elections, but may endorse and support certain issues which the organization deems important to Centennial High School and the athletic program.
- 4) Records- A copy of all minutes and records of the organization shall be maintained on campus of Centennial High School and be available upon request through the Executive Committee.
- 5) Correspondence- Any and all correspondence related to matters of the organization shall be directed to the school address or such other address as designated by the Executive Committee
- 6) Action by Consent- Whenever the Executive Committee is required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all persons or entities to vote thereon.

ARTICLE IX  
INDEMNIFICATION FOR BOARD MEMBERS & OFFICERS

The organization (Corporation) shall indemnify any and all of its officers, Board members or former Board members or officers or any person who may have served at its request or by its election as a Board member or officer, against expenses actually and necessarily incurred by then in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Board members or a Board member or officer of the organization (Corporation), except in relation to matters as to which any such Board member or officer or former Board member or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of his/her duty.

The indemnification provided hereby shall be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members of disinterested Board members or officers or otherwise, both as to action in this official capacity and as to action in another capacity while holding such office.


ARTICLE X  
AMENDMENTS TO THE BYLAWS

These Bylaws may be amended at any duly convened meeting of the General Membership provided such amendment be approved by a two-thirds (2/3) majority of the members present. No amendment shall be offered until approved by two-thirds (2/3) majority of the Board prior to the General Membership meeting.

ARTICLE XI  
CERTIFICATION

I certify that these Bylaws were duly amended on this the 25<sup>th</sup> day of April, 2021.

COUGAR ATHLETIC CLUB, INC.

By:   
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Erick A. Spears, President