

PREAMBLE

The St. Patrick's Parish Athletic Committee; under the authority granted in the St. Patrick's Parish Pastoral Council Guidelines, under the section titled "Committees"; has established the following bylaws:

ARTICLE I

ORGANIZATION

Section 1.01 **Name**: The name of the Organization shall be Saint Patrick's Parish Athletic Committee ("SPPAC").

Section 1.02 **Mission Statement**: To advance the teachings of Jesus Christ and His church through the development of the whole person – spiritual, mental and physical. SPPAC is committed to Christian competition which is an extension and an expression of the values upon which our religious beliefs are based. Through love of God and love of neighbor, our intention is to provide programs and direction that allow all members and participants to maximize the talents which God has bestowed.

Section 1.03 **Not-for-Profit**: The SPPAC shall have no stockholders or other class of ownership and is not formed for financial profit. No capital stock shall ever be issued. All revenue generated through registration fees, concessions, fundraising and other activities shall be used for SPPAC operating expenses, league and tournament participation fees, and capital improvements to Saint Patrick's Catholic Church and School.

ARTICLE II

DEFINITIONS

Section 2.01 **Action of the Board**: A simple majority vote of a Board quorum.

Section 2.02 **The Board**: The governing body of the SPPAC shall be the Board of Directors consisting of Executive Officers, Chairpersons and a representative of the St. Patrick's Catholic School Physical Education Department. The President, Vice President, Secretary, Treasurer, Physical Education Department representative and up to fourteen (14) Chairpersons shall be collectively known as the Board.

Section 2.03 **Chairperson**: Any member of the organization appointed or elected by the Board to serve as a voting member of the Board of Directors and administer a specific SPPAC program.

Section 2.04 **Executive Officer**: Consists of the President, Vice President, Secretary and Treasurer as elected or appointed per the terms of these bylaws.

Section 2.05 Fiscal Year: The fiscal year of the SPPAC shall run from July 1 to June 30 of each year.

Section 2.06 Just and Necessary Cause: Actions including, but not limited to: all felony crimes, misdemeanor crimes involving the abuse/exploitation/enticement of a minor, theft of Organization funds, destruction of Organization property and all other crimes and behaviors that would bring disrepute upon the Organization, Organization sponsored teams or events, St. Patrick's Catholic Church or St. Patrick's Catholic School.

Section 2.07 Member: The membership of the SPPAC shall consist of all registered members of St. Patrick's Catholic Church, parents/legal guardians of children attending St. Patrick's Catholic School, and employees of/volunteers at either St. Patrick's Church or School.

Section 2.08 Organization: The Organization shall collectively refer to all members, including the Board of Directors.

Section 2.09 Quorum: The presence of not less than six (6) members of the Board shall constitute a quorum and shall be necessary to conduct the business of the Organization. In absence of a quorum, no formal actions of the Board shall be taken except to adjourn the meeting to a subsequent date.

ARTICLE III

MEMBERSHIP

Section 3.01 Eligibility: Membership shall be open to anyone 18 years of age or older who is a registered member of St. Patrick's Catholic Church, the parent/legal guardian of a child attending St. Patrick's Catholic School and employees of/volunteers at either St. Patrick's Church or School who support the Mission Statement as outlined in Section 1.02.

Section 3.02 Removal/Ban and Bar: Any member of the Organization or participant in an Organization sponsored event may be immediately removed from an SPPAC sponsored event by the team coach and/or their designee, a Physical Education Department representative, Chairperson, Executive Officer or the Athletic Director for unsportsmanlike conduct or a Just and Necessary Cause. All incidents involving a member or participant's removal shall be referred to the Board of Directors for review at their next meeting. The Committee may establish requirements for continued attendance/participation, take no further action, or, upon a two-thirds (2/3) vote of a Board quorum, Ban and Bar the offending member or participant from SPPAC sponsored events for a specified length of time. Official written notice of any disciplinary action taken by the Board shall be prepared by the Secretary. Such notice shall be served to the offending member or participant in person wherever they are found or by certified mail at their permanent address.

Section 3.03 Resignation: Any member may resign as an Executive Officer or Chairperson. Resignation shall be in writing addressed to the Board and shall be provided with 30 days notice.

Section 3.04 Sportsmanship: All members and participants of the Organization shall at all times demonstrate behavior that will uphold the good reputation of the Organization, as well as, St. Patrick's Catholic Church and St. Patrick's Catholic School. The Code of Ethics shall be used as a guideline for the practice of good sportsmanship.

ARTICLE IV

THE COMMITTEE

Section 4.01 Term of Office: Executive Officers shall hold office for a term of two years or (and) until their successors take office. Chairpersons shall hold office for a term of one year or (and) until their successors take office. All terms shall begin on the first meeting of the fiscal year.

Section 4.02 Term Limits: Executive Officers are eligible for re-election to the same office for up to two (2) consecutive terms. Chairpersons are eligible for reappointment to the same position every year with no maximum term limit.

Section 4.03 Election of Executive Officers: At least one month prior to the meeting for the election of Executive Officers in June, the presiding President shall ask members of the Organization for nominations for the offices of President, Vice President, Secretary and Treasurer. Those nominated for each office shall be placed on a ballot to be voted on by the Organization. Voting shall take place by paper ballot. The candidates for President, Vice President, Secretary and Treasurer receiving the highest number of votes shall be declared elected to their respective offices. Elected Officers shall officially take office at the first meeting of the fiscal year.

Section 4.04 Appointment of Chairpersons: Chairpersons of the various SPPAC programs shall be nominated to the Committee on an as needed basis when a vacancy arises. Nominations will be accepted from all members of the Organization. Those nominees shall be forwarded to the presiding Board for election or appointment. When two or more persons are nominated for one position the Board shall vote by secret ballot which will be tallied by the Secretary and the result announced immediately. In instances where only one person is nominated for a vacant chair position the Committee may vote by a show of hands. Chairpersons may be added or removed at any regular monthly or special meeting by an affirmative vote of two-thirds (2/3) of the Board.

Section 4.05 Eligibility: Nominees for the offices of President and Vice President must have at least one (1) year of prior working experience on the Board or similar committee at

a parish/school other than St. Patrick's of Elkhorn, Nebraska. Nominees for Secretary, Treasurer and Chairperson require no prior experience with the Board.

Section 4.06 Vacancy: A vacancy in the Board shall be filled by an action of the remaining members of the Board. In the situation of an Executive Officer vacancy, such Board action shall only stay in effect until the next regular election. Time in office due to an action of the Board to fill a vacancy shall not count toward the Term Limit of the vacant office or against the designated Officer.

Section 4.07 Other Agents: The Board may appoint such Other Agents to serve the Organization as it deems necessary, each of whom shall serve at the pleasure of the Board or for such period as the Board may specify, and shall exercise such powers, have such titles and perform such duties as are determined by the Board or by an Executive Officer empowered by the Board to make such determinations.

Section 4.08 Removal: Any member of the Board or its Agents may be removed and/or have their voting rights revoked by a two-thirds (2/3) vote of the full Board. Such action may be taken whenever in the Board's judgment a Just and Necessary Cause exists for removal from office or revocation of voting rights.

Section 4.09 Salaries and Compensation: No Executive Officer, Physical Education Department representative or Chairperson shall for any reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent any Officer, Physical Education Department representative or Chairperson from receiving compensation from the Organization for duties other than those as an Executive Officer, Physical Education Department representative or Chairperson.

Section 4.10 Reimbursements: Reimbursement of monies spent for SPPAC purposes from a Board member or Other Agents' personal financial accounts may be reimbursed by the Board. Reimbursement shall be made when it is demonstrated that the expenditure was necessary for operation of the Organization and an itemized receipt is provided to the Treasurer. Reimbursements shall not be made to coaches or assistant coaches for individual team expenditures, with the exception of tournament fees, unless otherwise voted upon by the Board.

Section 4.11 President: The President shall be the Chief Executive Officer of the Organization and shall have such general powers and duties of supervision and management as are usually vested in the office of the Chief Executive Officer of the Organization and shall carry into effect all directions and resolutions of the Committee. By an action of the Board he may execute all bonds, notes, debentures, mortgages, and other contracts and instruments for and in the name of the Organization, may cause the SPPAC logo to be affixed thereto, and may execute all other contracts and instruments for and in the name of the Organization. He shall have such other duties, powers, and authority as may be prescribed by an action of the Board.

Section 4.12 Vice President: The Vice President shall in the event of the absence or inability of the President to exercise his office, become the acting President of the Organization with all the rights, privileges and powers as if he had been duly elected President. He shall work in cooperation with the President and shall perform such duties as the Committee may assign him. In the event of the death or during the absence or disability of the President, the Vice President shall be vested with all the powers and perform all the duties of the President until an action of the Board otherwise provides. He shall perform such other or further duties or exercise such authority as may be prescribed by an action of the Board. In the absence of the President, the Vice President shall preside at all meetings of the Organization and the Board at which he may be present.

Section 4.13 Secretary: The Secretary shall attend the meetings of the Board, shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute file of the Board. He shall perform similar duties for any special committee when requested by the Board. He shall be the custodian of all books, papers, and records of the Organization and shall, at such reasonable times as may be requested, permit an inspection of such books, papers and records by any Executive Officer, Chairperson, or member of the Organization. He shall see that all books, papers, and records or duplicates, required to be maintained in the State of Nebraska, or elsewhere, are so maintained, and shall upon reasonable demand furnish a full, true and correct copy of any book, paper or record in his possession. He shall be the administrative and clerical officer of the Organization under the supervision of the President of the Board. He shall have the principal responsibility to give or cause to be given notice of the meetings of the Board and the members of the Organization, but this shall not lessen the authority of others to give such notice as provided in these bylaws.

Section 4.14 Treasurer: The Treasurer shall have the care and custody of all monies belonging to the Organization and shall be primarily responsible for such monies or securities of the Organization. He shall keep or cause to be kept full and accurate accounts of the receipts and disbursements of the Organization in books belonging to the Organization. He shall keep or cause to be kept all other books of account and accounting records of the Organization as shall be necessary and shall cause all monies, funds, and credits to be deposited in the name and to the credit of the Organization in such accounts and depositories as may be designated by the Board. He shall disburse or permit the disbursement of funds of the Organization as may be ordered, or in accordance with the authority granted, by the Committee, taking proper vouchers therefor. He shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board to the custody of any other person or organization, or the supervision of which is delegated by the Board to any other Officer, Chair, or Agent. He shall render to the Board, whenever requested by any of them, an account of all transactions as Treasurer and of those under his jurisdiction and the financial condition of the Organization. He shall have general duties, powers, responsibilities and authorities of a Treasurer of the Organization, shall be the Chief Financial and Accounting Officer of the Organization and shall have and perform such other duties, responsibilities, and authorities as may be prescribed by the Board.

Section 4.15 Chairperson: A Chairperson shall have general authority and responsibility over one or more specific programs as determined by the Board. The Chairperson shall determine registration dates, schedules, coaching assignments and team assignments for their specified program. The Chairperson shall be the Board's primary point of contact for and with outside organizations such as the Parish Athletic League, Catholic Youth Soccer League, Omaha Saints, the Young Men's Christian Association and others for their specific program. Each Chairperson is responsible for the efficient operation of their specific program including ensuring each team has adequate supplies, materials, uniforms and equipment, and that facilities are adequately prepared for competition.

ARTICLE V

MEETINGS

Section 5.01 Presiding Officials: Every meeting of the Organization, for whatever purpose, shall be convened by the President; provided, however, in the absence of duly elected Officers, that the members at any meeting may select any person of their choosing to preside over such meeting or session thereof. Records of any meeting shall be provided to the Secretary as soon as possible.

Section 5.02 Proxies: At all meetings of the Organization, each member having the right to vote thereat shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such member or by his duly authorized attorney-in-fact. The inclusion of a proxy vote shall be noted in the records of the meeting.

Section 5.03 Regular Meetings: The Board shall meet regularly each month, except December, on a day and time to be designated by the Board, except if such day be a legal holiday or Holy Day of Obligation. The meeting schedule cannot be changed from the outlined schedule above unless by an action of the Board. Meetings shall be open to all members and the public.

Section 5.04 Agenda and Minutes: The President shall set each meeting agenda and shall cause to be sent by e-mail or mail a copy of the agenda to every Officer and Chairperson at his designated address at least 48 hours prior to the meeting. The Secretary shall cause to be sent by e-mail or mail a copy of the minutes from said meeting to every Officer, Physical Education Department representative, Chairperson and Other Agents at his designated address and post or cause to be posted a copy of the meeting minutes on the Board's website within seventy-two (72) hours of the meeting adjournment.

Section 5.05 Special Meetings: Special meetings of the Board may be called by any Executive Officer of the Board when he deems it in the best interest of the Organization. Notices of such special meetings shall be provided to all members of the Board at least twenty-four (24) hours in advance of such special meeting. The notification must include

the time, date, and location of the meeting, the reason for the meeting, and an outline of the business to be transacted. No other business may be transacted at such special meeting without an action of the Board.

Section 5.06 Executive Sessions: From time to time, the Board may determine that a meeting exclusively for members of the Board may be in the best interest of the Organization. Executive Sessions may be entered into during any meeting upon an action of the Board. Notices of advanced scheduled Executive Sessions shall be delivered to all Board members before the scheduled date and time set for such meeting.

ARTICLE VI

VOTING

The business of the Organization, except for the election of Executive Officers and Chairpersons, shall be transacted by the Board by voice vote, unless otherwise noted. For election of Executive Officers and Chairpersons, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At any regular or special meeting, if a majority of the Board so requires, any question may be voted upon in the manner and style provided for election of Executive Officer. Each Officer and Chairperson shall have one vote on each matter before the Board regardless of the number of eligible voting positions they hold. An Athletic Director, acting within the role of Other Agent, shall only have voting rights in the event of a tie vote amongst the Board.

ARTICLE VII

ORDER OF BUSINESS

The Presiding Official of all meetings shall be guided by the manual of Roberts Rules of Order (Revised); and the order of the proceedings shall be as follows:

- Call to Order
- Opening Prayer
- Roll Call
- Review and acceptance of the minutes from the preceding meeting
- Review and acceptance of the Treasurer's Report
- Old and Unfinished Business
- New Business
- Chairperson Reports
- Reports from Other Agents
- Closing Prayer

- Adjournment

ARTICLE VIII

GENERAL PROVISIONS

Section 8.01 Absence of Personal Liability: The Executive Officers, Chairpersons, Other Agents or members of the Organization are not individually or personally liable for the debts, liabilities, or obligations of the Organization.

Section 8.02 Contracts: The Board may authorize any Officer, Chairperson, or Other Agent to enter into contract or execute and deliver any instrument for and in the name of the Organization, and such authority may be general or confined to specific instances.

Section 8.03 Amendments: These bylaws may be altered, amended or repealed, or new bylaws may be adopted at any regular monthly meeting by a supermajority (60%) of the Board. Voting may only take place after the proposed amendment(s) have been read at two (2) meetings, only one of which may be a Special Meeting. Notice of such vote shall be given by the Secretary at least fourteen (14) days prior to said vote. The Organization shall keep a copy of the bylaws, as amended, posted on its website and in the St. Patrick's Catholic Church Parish Office, which shall be open to inspection by any Officer, Chairperson, Other Agent or member of the Organization at all reasonable times during office hours. No amendment(s), addition(s) or new bylaws adopted shall be made which are not in compliance with the policies of St. Patrick's Catholic Church, the Archdiocese of Omaha or the Roman Catholic Church.

Section 8.04 Review of Bylaws: A review of the current bylaws shall be made once during each fiscal year.

Section 8.05 Savings Clause: In the event that any of the terms or provisions of these bylaws are declared invalid or unenforceable by St. Patrick's Catholic Church, the Archdiocese of Omaha, the Roman Catholic Church or any Court of competent jurisdiction, the remaining terms and provisions that are not effected thereby shall remain in full force and effect. Upon such determination that any term or provision is invalid or unenforceable, the Board shall amend these bylaws so as to effect the original intent of the Board as closely as possible in an acceptable manner.

ATTACHMENT A

Roberts Rules of Order (Revised)

ATTACHMENT B

Code of Ethics