

BY-LAWS OF THE HIGHLAND HORNETS FOOTBALL CLUB

ARTICLE I - ORGANIZATION

Section 1 - Name

The name of this association shall be the Highland Hornets Football Club, (hereinafter the "Club"). This organization was registered in the State of Ohio, Entity No. 4138489 on February 15, 2018.

Section 2 - Mission Statement

The Club is committed to supporting the football team of Highland High School in Medina County. The goal is to enhance the experience of its players, coaches and families through the establishment of successful programs through fundraising, volunteering, team building, and recognition programs that foster school spirit, camaraderie and sportsmanship. Additional activities include but are not limited to:

- Acting as a liaison between the coaches and parents
- Involvement with community outreach and support
- Organize/prepare meals and snacks for players, coaches, and staff
- Supporting team building events
- Facilitating fundraisers
- Coordinating community Sponsorships
- Support cancer awareness month in October
- Supporting the Sunshine Program
- Coordinating donations from the community
- Supporting Highland Local Schools programs
- Participating representative for Highland Athletics Booster Club

ARTICLE II - MEMBERSHIP

Section 1 – Dues

Membership in the Club is open to all parents, coaches and family members of current Highland Hornets football players regardless of race, color, gender, creed or national origin.

Section 2 - Voting

All current officers shall be entitled to one vote on all matters requiring a vote.

ARTICLE III - OFFICERS

Section 1 – Election And Removal Of Officers

The Nominating Committee, or in the absence of a Nominating Committee at least two members of the then-current Club Board, shall meet by the end of November to identify nominees, and present a slate of nominees at the general meeting held during the first week of January. Nominations will also be accepted from the floor at the January meeting. The election of Officers will take place at this meeting. In the event of multiple nominations to one office, a confidential vote will be held. Newly elected Officers will take office at the general meeting in February. Any Officer or chairperson can be replaced as deemed necessary by the unanimous decision of the remaining Officers of the then current Board for failure to perform the obligations of the office. In the event of extenuating circumstances and a Board vacancy arises, the Board shall nominate interim replacements to be voted upon by the Membership.

Section 2 – Officer Positions

The Officers of the Club shall collectively constitute the Board of the Club and shall include at least:

- President
- Vice-President
- Treasurer
- Secretary

Each of these positions, other than President, may be co-chaired. In addition, the Club may include the following additional Officers:

- Junior Class Representative
- Sophomore Class Representative
- Freshman Class Representative

Collectively, the Officers of the Club are the “Board”. In addition, the Club Board may appoint additional committee chairperson positions as deemed necessary to organize and carry out functions relating to such areas as: membership; summer food lead, 50/50 raffle, spirit wear; website, communications, JV game day snacks; freshman game day snacks; community service; banquet; and fundraising.

Section 3 – Term Of Office

Officers shall be elected for a one year term, extendable by up to one additional one year term. No one person shall hold the same office longer than two one-year consecutive terms unless another nominee cannot be identified to fill the office being vacated. An Officer, at the conclusion of his/her term, may be elected to a different Officer position or become a Director Chairperson of a particular committee.

Section 4 - President

The President shall preside at all meetings of the Club and perform all such duties as are incidental to the office and insure that the By-Laws of the Club are followed. The President shall be an ex-officio member of all committees. The President has the authority to call an emergency meeting when necessary. An emergency meeting will be considered as official if three members of the Board are present. The President or his/her designee shall be responsible for all public comment.

Section 5 – Vice-President

The Vice-President shall perform all duties of the President in his/her absence.

Section 6 – Secretary

The Secretary shall notify all members of meetings, take attendance and minutes at meetings, and keep legal and appropriate records. The Secretary shall keep all records in an appropriate format and bring it to all meetings and distribute to all members record of meetings and minutes of previous meeting.

Section 7 – Treasurer

The Treasurer shall collect all monies due the Club and account for all monies received and provide a budget and/or forecast at the request of the Board. The Treasurer shall also pay all Club bills, keep financial records, and provide monthly meeting Treasurers report. The Treasurer shall assume responsibilities as the Statutory Agent for the Club as defined by Ohio Law.

Section 8 - Committees

The ultimate responsibility for the establishment, oversight and operation of the all committees is the Board.

ARTICLE IV- DUTIES OF THE BOARD OF THE CLUB

The Board of the Club shall undertake all duties that are, in its discretion and best judgment, consistent with and support the Mission Statement of the Club as set forth in Article II including but not limited to the following duties:

- a. Prepare and adopt an annual budget in which there shall be established the annual fees for players;
- b. Collect fees, dues and other assessments;
- c. Make and amend rules and regulations;
- d. Open bank accounts on behalf of the Club and designate the signatories required;
- e. Enforce by legal means any legal rights of the Club including but not limited to these Bylaws.
- f. Enter into agreements and contracts with third-parties.
- g. Subject to the provisions of Article V, the Board shall make expenditures as may be necessary as long as the expenditures: (1) do not exceed \$500.00 and (2) do not exceed more than one payment to a contractor(s) for the same project (i.e. a continuing contract for more than one task by a contractor);

- h. Obtain and carry insurance against casualties and liabilities and pay the premium cost thereof.

ARTICLE V - MEETINGS

Section 1 - Quorum And Rules Of Order

At least three (3) Officers of the Club shall constitute a quorum for purposes of recording a vote.

Section 2 - General Guidelines

The Club will hold monthly membership meetings. The schedule of meetings shall be determined and published as soon as possible but no later than two weeks before the scheduled meeting. The Board shall meet as often as necessary with a minimum of 24 hours' notice to the Board.

The purpose of meetings is to keep members informed about Club activities, to vote on the budget and expenditures, to vote on related motions, to discuss new ideas, to hear from coaches, parents, community members and any other interested parties and to promote and maintain an open channel of communication.

During any meeting of the Club, members will not be permitted to have discussions with coaches, athletic directors or other administrators of Highland High School about playing time, strategy, and the like, or other matters regarding individual athletes including discipline.

Section 3- Voting By The Members

Except as otherwise provided in these Bylaws the following actions shall be voted upon by all Voting Members:

- 1) Election of Officers: The candidates receiving the largest number of votes shall be elected. No quorum of the Voting Members is required.
- 2) Make any expenditure not otherwise set forth in the Article IV(g).

Any action taken by the Voting Members at any meetings shall require the affirmative vote of the majority of the voting Members who are present, or have cast a vote by Proxy.

At all meetings of the Club in which Voting Members are asked to vote, each voting Member may vote or act in person or by proxy. A proxy vote is by a person who as been appointed in writing by the voting Member to cast a vote. The written notice shall be given to the Secretary, and shall be revocable at any time by said Member. If the Member participates in person, the proxy shall be null and void. A proxy shall be valid for only a single meeting.

ARTICLE VI - COMPENSATION

No Officer or member shall receive compensation for any service he/she may render to the Club. However, any Officer or Member may be reimbursed for his/her actual expenses incurred in the performance of his/her duties, (eg. such as for office supplies and postage). Any Member may be reimbursed for his/her actual expenses incurred in the performance of any duties approved by the Club. There will not be reimbursement for mileage or fuel without prior written authorization from the Board.

A Reimbursement Form will be created and modified as needed by the Treasurer.

ARTICLE VII – INDEMNIFICATION

The Members shall indemnify any present or former Board Member of the Club and their respective heirs, executors, administrators, and successors, from and against reasonable expenses, including attorney’s fees, judgments, decrees, fines, penalties, or amounts paid in settlement actually and necessarily incurred in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which any of the foregoing is or may be made a party by reason of being or having been a Board Member of the Club, provided it is determined in the manner hereinafter set forth (a) that such Board Member was not, and is not adjudicated to have been reckless in the performance of his/her duties to the Club, and (b) that he/she acted in good faith in what he/she reasonably believed to be in the best interest of the Club, and (c) that, in any matter the subject of a criminal action, suit, or proceeding, he/she had no reasonable cause to believe that his/her conduct was unlawful, and (d) in case of settlement, that amount paid in the settlement was reasonable.

No Board Member of the Club shall be liable to the Members for any mistake of judgment, negligence, or otherwise, except for his/her own individual willful misconduct or bad faith. The Club shall indemnify and hold harmless each of the Board Members of the Club against all contractual liability to other parties arising out of contracts made on behalf of the Club except with respect to any such contracts made in bad faith or contrary to the provisions of these Bylaws. Neither the Board Members nor the Members shall be personally liable with respect to contracts entered into on behalf of the Club.

ARTICLE VIII – DISSOLUTION OF THE CLUB

Should the Club at any time dissolve and cease to exist, upon the payment of any outstanding debts, including expenditures already approved by the Board any remaining funds then held by the Club in any form shall be transferred in full to the football club account held under Highland Local Schools and managed by the head football coach and the Athletic Dept.

ARTICLE IX - BY LAWS OF THE ORGANIZATION

Modifications and Amendments to these By-Laws may be made at any regular meeting of the Club by a 75% of the entire Board.