**BYLAWS OF THE**

**FAIRVIEW PARK ATHLETIC CLUB, INC.**

The following are the duly approved bylaws of the Fairview Park Athletic Club, Inc., also known as Fairview Park Athletic Club Sports Collective or FPAC Sports Collective (hereinafter “FPAC”).

**ARTICLE I – PURPOSES**

1. The purposes of the Fairview Park Athletic Club are as follows:
   1. To serve as a collective to provide, foster, support, and advance the endeavors and the common good of the student-athletes and coaches participating in the athletic programs of Fairview High School and Lewis F. Mayer Middle School in a positive and collective manner;
   2. To use resources and assets of the FPAC to provide positive support which recognizes the inherent value of the individual teams of the Fairview Park School District and their female and male student-athlete participants in an equal and non-discriminating manner to achieve success embodied by good sporting and ethical conduct;
   3. To provide a single collective mechanism for which parents, relatives, friends, relatives, of Fairview Park student-athletes can aggregate and maximize support - financial and otherwise - in a positive and ethical manner which best exemplifies and represents the Fairview Park School Community and the Community of Fairview Park;
   4. To work cooperatively with the Fairview Park Board of Education, School Administration, and other district stakeholders to create the best possible environment for success of Fairview Park School district student-athletes embodied by good sporting and ethical conduct.
   5. To support the aforementioned purposes for which FPAC is organized, it shall also receive and maintain, subject to restrictions and limitations hereafter set forth, to use, apply the whole and/or any part of the income therefrom and the principal thereof exclusively and solely for civic, religious, or educational purposed either directly or by contributions under Sections 501(c)(3) of the Internal Revenue Code or the corresponding section of future federal tax and any and all laws and regulations of Ohio, including those propounded by the Ohio Attorney General’s Office.

**ARTICLE II – MEMBERSHIP**

1. Eligibility requirements for membership are as follows:
   1. There shall be no discrimination with regard to membership as to creed, race, gender, sexual orientation, or ethnicity.
   2. There two forms of membership: Members and Friends.
      1. Members
         1. Application for Members shall be open to anyone eighteen years of age or older, who is a current resident of the Fairview Park School District or who is a custodial parent or relative or individual of a Fairview Park School District student, said custodianship being in compliance with the policies and procedures of the matriculation guidelines of the Fairview Park City Schools.
         2. Members pay annual dues, which shall be set by the Executive Committee. Upon payment of dues, the Member shall be considered in good standing and entitled to full membership privileges, including the right to vote. Only Members in good standing will be eligible to participate in business meetings or to serve in any elective or appointive positions.

ii. Friends. Individuals eighteen years of age or older, including relatives and colleagues of

student-athletes and coaches, who wish to formally associate with the FPAC but do not

meet the residency requirements listed in part (b)(i)(1) of this section.

c. Membership is valid for the time period July 1 through June 30.

d. In furtherance of the stated purposes of FPAC, membership presumes the following:

i. Members and Friends recognize and appreciate that the young women and men on the sports teams of the Fairview Park School District are student-athletes who are participating voluntarily and do so without pay or consideration.

ii. Members and Friends recognize FPAC desires to promote good sporting conduct and positive support of student-athletes, acknowledging said conduct and support is a reflection of the Fairview Park School District and the Community of Fairview Park.

iii. Members and Friends will seek to foster a productive, positive working relationship with coaches, school district officials, and all affected stakeholders for the benefit of the Fairview High School and Lewis F. Mayer Middle School student-athletes.

iv. Members and Fiends desire to act with due consideration so as to allow spectators to watch sporting events with full enjoyment and support.

v. Members and Friends desire to refrain from engaging in disparaging behavior and remarks towards coaches, players, officials, and others while in attendance at events involving Fairview High School and Lewis F. Mayer Middle School student-athletes.

vi. In the event a Member or Friend is ejected from a sporting event for inappropriate behavior, or is barred or suspended from attending sporting events of the Fairview Park School District by District Officials or other authorities having jurisdiction, said Member or Friend immediately forfeits their membership in the FPAC.

vii. Any Member or Friend who forfeits their membership in the FPAC subject to part (d)(vi) of this section may seek membership the following annum; however, said person cannot hold an officer position or team delegate position for a period of one year from date of forfeiture of membership.

1. The FPAC does not share or sell membership information. Any personal data supplied in association with membership will be used solely by the FPAC.
2. Meetings
   1. Regular meetings shall be held each month. Reasonable effort shall be made to publicize the date, time and location of all meetings. The annual meeting will be in September, at which time officers will be elected.
   2. Special meetings of the FPAC may be called at the discretion of the President or at the request of a majority of the Board of Trustees.
   3. Regular and special meetings are open to FPAC membership.
   4. The business of the FPAC, except the election of officers, shall be conducted by the Executive Board.
   5. Unless otherwise provided herein, all meetings shall be conducted in accordance with the latest edition of Robert’s Rules of Order.

**ARTICLE III – EXECUTIVE BOARD AND BOARD OF TRUSTEES**

1. Authority. The business, operation, and property of the FPAC shall be managed and controlled by the Executive Board. The Executive Board shall have the power to contract, the power to accept gifts and donations, and the power to engage or enact all other acts in furtherance of the stated purposes of the FPAC. The Board of Trustees shall have the power to accept gifts and donations.

2. Composition. The Executive Board shall be composed of the President, Vice President, General Secretary, Membership Secretary, and Treasurer. The Board of Trustees shall be composed of the Officers and Team Delegates, all of whom are Members in good standing; and Ex-officio Representatives.

a. Officers. Elected officers shall be President, Vice President, General Secretary, Membership Secretary, Treasurer and Assistant Treasurer.

b. Team Delegates. Each athletic program shall be represented by a team delegate. Having active participation from every sport ensures the FPAC is representing, prioritizing and supporting all student athletics needs. The team delegate shall be appointed by their representative athletic program for a term of one-year or until his/her successor is appointed. Team delegates encourage families to join the FPAC and support its efforts, and act as a liaison between the FPAC and the team.

c. Ex-officio Representatives. The Superintendent, High School Principal, Assistant High School Principal, Middle School Principal, and Athletic Director of the Fairview Park City Schools or their designee shall be a non-voting ex-officio member of the board, serving in an advisory capacity.

3. Vacancies. In case of any vacancy on the Board of Trustees, a successor for the unexpired term shall be appointed by a majority of the remaining officers. In case of a vacancy on the Executive Board, a successor for the unexpired term shall be appointed by a majority of the remaining Executive Board.

4. Meetings. Board of Trustees’ meetings shall be held as determined by the President.

5. Quorum. A majority of the Executive Board shall constitute a quorum. With the exception of changing the bylaws, for both membership and board meetings a simple majority of those present is required for approval of all actions requiring a vote

6. Resignation and Removal. Resignations are effective upon receipt by the General Secretary, or by the Membership Secretary if the General Secretary is resigning, of written notification or a later date if provided in the written notification. Officers may be removed from office with or without cause by a majority vote of the Officers. The Assistant Treasurer shall have the power to vote on the removal of an Officer.

**ARTICLE IV – OFFICERS**

1. Term of Office. The officer-nominees, after qualification and nomination, shall be presented as a slate to be elected by the Members at the annual meeting in September. Each Officer shall hold office for one year, the term of which shall be October 1 through September 30, or until his/her successor is qualified and elected.
2. Duties
   1. President. Shall preside at all meetings of the FPAC, of the Board of Trustees, and the Executive Committee. Shall personally represent the club or appoint a delegate as needed. Shall appoint committees and committee chairpersons. Shall effect compliance with the rules, regulations, and policies of applicable laws governing the FPAC. Shall have the power to enter into agreements, contracts, bids, and other commitments as necessary to conduct the business of the FPAC, after majority vote of the officers takes place.

* 1. Vice President. Shall have such powers and perform such duties as delegated by the President. In the absence or disability of the President, he/she shall perform the duties and exercise the powers on the President.
  2. Membership Secretary. Shall keep all records relating to membership. Shall ensure that officer qualifications are met prior to submittal of slate. Shall work with stakeholders from community to seek members who want to positively impact the sports programs of the Fairview Park School District.
  3. General Secretary. Shall keep all minutes of the FPAC. Shall keep such other records as directed by the Board of Trustees. Shall sign with the President, or with the Vice President, all contracts. Shall perform all the duties usually incident to the office of Secretary, subject to the control of the Board of Trustees.

* 1. Treasurer.Shall keep the financial records of the FPAC, collect dues, and authorize payments on behalf of the FPAC. Shall comply with all bylaws as to financial operations and treasurer duties, as stated in these bylaws. Shall sign with the President, or with the Vice President, all contracts, certifying prior to signature that funds are available to cover any expense associated with said contracts or financial obligations. Shall perform all the duties usually incident to the office of the Treasurer.
  2. Assistant Treasurer. Shall preform financial operation duties as determined by the Treasurer. The Assistant Treasurer shall not have the power to vote on any matter unless the Treasurer is unavailable or the Assistant Treasurer’s appearance would otherwise constitute a quorum.

1. Qualifications
   1. Those seeking to hold or those who hold officer positions shall be Members in good standing at the time of submitting a written nomination form for officer position sought. This form shall be transmitted to the Membership Secretary no later than July 31 of each year.

* 1. The nomination form shall include the following:
     1. A statement relating to abstaining from any conflict of interests and self-dealing as to sitting as an officer equal to that of, and governed by, the same conflict of interest guidelines and prohibitions against self-dealing which govern the School Board Members and Administrators of the Fairview Park City Schools;
     2. In furtherance of the recommendations of the Ohio Attorney General’s Office, the nominee’s written permission to undergo criminal background and credit checks, including those involving tax liens, judgments liens, and bankruptcies filed or taken part in as petitioner or debtor in the 10 years prior, as the FPAC will be seeking support, including funds, from the general public in furtherance of its stated purposes so as to demonstrate an effort to gain full, faith, credit, and confidence of the public at large and all stakeholders impacted as to the same.
     3. The information derived from the background check described in the preceding paragraph shall be forwarded to the Membership Secretary. Upon receiving this information, prior to placing a nominee before the membership for vote as an officer, the Membership Secretary must certify that the nominee has no criminal background involving felonies, crimes involving fraud, embezzlement, uttering, or other crimes of financial malfeasance and/or has no outstanding local, state, or federal tax liens, or other judgment liens or has not filed a petition for, or taken part as a debtor, in bankruptcy proceeding over the prior ten years.

1. Prohibitions
   1. Officers shall refrain from any vote that may involve the appearance of or pecuniary or financial gain or impropriety and shall refrain from any acts or actions or behavior which involves or involves the appearance of self-dealing as to pecuniary or financial gain.
   2. Officers and Trustees are prohibited from utilizing any funds for any personal consumption items, including for food, drink, travel, and lodging. Additionally, the FPAC shall not reimburse officers for any expenses involving personal consumption items, including for food, drink, travel and lodging.
   3. Officers and Trustees shall not accept individual gifts from any vendor, or supplier or outside interest seeking to do business with, or doing business with, the FPAC.

**ARTICLE V – COMMITTEES**

The Executive Board shall create committees as deemed necessary to carry out the work of the FPAC. Only Members in good standing shall be eligible to serve as chairperson and serve on a committee. The President shall appoint chairpersons of committees with approval of a majority of the officers.

1. Committee Minutes. Minutes of all committee meetings shall be recorded and once approved, submitted to the General Secretary.
2. Quorum. The quorum of any committee shall be a majority of its members.
3. Executive Committee. Composed of all the officers, the Executive Committee shall transact such business as may be referred to it by the Members and as provided by the terms of these bylaws. Shall act in emergencies between meetings of the FPAC. Shall fill vacancies in office. The President may invite an ex-officio representative to attend an executive session for the purpose of presenting information.
4. Audit Committee. Shall be responsible for conducting an annual audit of the FPAC financial report and related financial activity for the previous calendar year. Shall include three members consisting of one officer and two Members. The Treasurer and Assistant Treasurer shall not be on the Audit Committee. The Treasurer may meet with the committee to explain his/her records and/or answer questions. The President shall appoint the members of the Audit Committee. The Audit Committee shall prepare a written report that communicates the results of the audit to the FPAC.

The objectives of the audit are to:

a. Verify the accuracy of the financial reports;

b. Ensure that the FPAC’s cash balances are accurate;

c. Determine that established procedures for handling funds have been followed;

d. Ensure that expenditures have occurred in a manner consistent with the FPAC’s bylaws;

e. Ensure that all revenues have been appropriately received and recorded.

All members of the Audit Committee shall sign a statement indicating their agreement with the findings detailed in the report. The Audit Committee shall make a report to the FPAC upon completion of the audit. Any discrepancies noted shall be brought to the attention of the President and a resolution reached prior to presentation. All officers shall make records available to the Audit Committee as requested. The format of the final report is to be determined by the Audit Committee. The final report shall be submitted to all officers.

1. Nominating Committee. Shall nominate one eligible person for each office to be filled. Shall prepare a slate of nominees and present the slate for approval at the annual meeting. Shall include three members consisting of one trustee and two Members. Any Member interested in being nominated may not serve on this committee. The initial nominating committee will be the incorporators of the FPAC, who will serve in that capacity for the first two elections of the FPAC. After that time period, the President shall appoint the members of the Nominating Committee.

**ARTICLE VI – FINANCIAL OPERATIONS**

1. Fiscal Year. Shall be July 1 through June 30.

2. Distribution of Funds

The officers of the FPAC, in consultation with the Athletic Director of the Fairview Park City Schools, shall distribute the funds collected by the FPAC on a pro-rata basis for all sports teams of the Fairview Park City Schools based on cost of participation for sport for individual athlete as presented by the said Athletic Director, as well as distribute funds in support of specific budget requests or to assist in funding programs of the sports teams of the Fairview Park City Schools.

The distribution of funds shall be done in a reasonable fashion so as to ensure that all of the student-athletes of the Fairview Park School District are receiving the best possible support of the FPAC and its stated purposes.

Prior to the aforementioned distribution of funds, budgets must be submitted by the individual sports programs and requested financial information must be submitted to the Treasurer and the Athletic Director of the Fairview Park City Schools, as described below.

The FPAC shall not give direct gifts to individual students and those engaged in athletic activities.

e. The FPAC will provide a set contribution, set annually, per athlete, to each team for end of

the season banquet/dinner costs.

3. Parent Groups

a. Individual sport programs of the Fairview Park School District retain their autonomy to form parent groups to raise funds and support for each individual sports program.

b. Any funds raised by these parent groups for a given specific sport will be deposited in the FPAC’s bank account, said deposits being specifically earmarked and designated for use in the individual sports program for which funds were collected.

c. The individual parent groups can thereby take full advantage of the FPAC’s status as a duly approved booster support group by the Fairview Park School District School Board, including any and all bonding, liability, and regulatory compliance relating to the non-profit status of the FPAC.

d. Each parent group must appoint a team delegate, who will serve on the Board of Trustees. The delegate will work cooperatively with the coach of the sports program so affected and in unison and concert with the FPAC.

e. Team Delegates must be Members in good standing.

f. As the delegates will be seeking support, including funds, from the general public in furtherance of supporting a given sports program, so as to demonstrate an effort to gain full, faith, credit, and confidence of the public at large and all stakeholders impacted as to the same, the said delegates will be required to comply with the same qualifications and prohibitions applicable to officers of the FPAC, as described in Article IV of these bylaws.

g. Team Delegates are required to submit a delegate nomination form to the Membership Secretary, who must certify compliance with the applicable provisions of Article IV of these bylaws.

h. Upon certification by the Membership Secretary of the delegate qualifications, the delegate may commence serving.

i. Certification process of delegates must take place prior to any fund raising of parent groups.

j. All team delegates will receive budget forms by March 1st of each year. These forms must be completed and returned to the President by April 1st to include in the board meeting minutes to be held in April for approval. In presenting these budgets feedback from coaches for expenditures are to be included for the upcoming year. Parent groups not submitting budget forms will not be allocated funds and/or have funds disbursed by the FPAC for the upcoming school year.

k. The delegate or her/his designee and coach of each individual sport must attend at least one-half of the FPAC meetings during their season, in order to have voting rights and remain in good standing; and provide a team report in order to receive their allocated funds.

l. Funds will be released from budgeted items only on the Treasurer’s receipt of the bill.

m. By the end of each month team delegates will provide the Treasurer a copy of their group’s ledger showing deposits made and checks requested to be written for expenditures.

n. The parent groups may engage in fundraising activity on school grounds and use the school facilities.

o. The parent groups will be asked to provide assistance to the FPAC during its major fundraisers and projects.

* 1. Parent groups will be responsible for selling tickets for all major fundraisers (amount set by the FPAC during their monthly meetings).
  2. Parent groups will be responsible for helping out with major fundraisers on dates held and will sign up during the FPAC meetings when format has been presented for each particular fundraiser.

p. Team delegates will meet each year in May with coaches and the officers of the FPAC to coordinate all fundraising events for the upcoming year. This is to eliminate all overlaps in the type of events the parent groups are planning and the dates they are being held and to minimize the repeated solicitation of the public for funds to support the sports programs of the Fairview Park School District.

q. Each parent group will be responsible for their individual financial record keeping (see Record Retention and Destruction Policy). At the end of each season or when parent group delegate changes, it is the responsibility of the parent group to assure the parent group’s records are up to date and copies of which are provided to the Treasurer.

r. Parent groups will not be allowed to go into a negative balance.

s. In the event that an emergency purchase for sport out of the earmarked proceeds described above needs to be made, which was not budgeted, the purchase will be made upon majority approval of the officers. If the Treasurer is unavailable to issue a check, the President of the FPAC may draw said check.

t. Any item purchased by any parent group becomes the property of the FPAC, except those items deemed as gifts or items relating to awards or end of season banquets or award ceremonies or in-season incidentals or spirit gear for student-athletes.

3. Treasurer/Assistant Treasurer Responsibilities and Protocols

For items below, unless otherwise noted, the roles of the Treasurer and Assistant Treasurer are interchangeable; items will be delegated to one or the other.

Before beginning role of Treasurer, the Treasurer is to ensure the FPAC has posted bond for the Treasurer equal to the amount of funds anticipated to handle.

Treasure shall receive and keep control of all money and securities belonging to the FPAC and shall only disburse funds via check. All checks shall be drawn upon an account at said Bank. Bank will be determined by officers of the FPAC.

Treasurer shall keep all financial records including: bank statements; receipts; budgets; invoices; paid receipts; and canceled checks.

Treasurer shall make disbursements in accordance with annual budget adopted by officers of the FPAC.

Treasurer shall reconcile all bank statements and resolve discrepancies in a timely manner. Treasurer will also present a current financial statement at membership meetings.

Treasurer will file federal and state tax returns and other reports as required. Returns will be completed by a CPA which has been approved by the officers of the.

Treasurer shall be responsible for maintaining the FPAC’s tax-exempt certificate through the Ohio Attorney General’s Office.

Treasurer shall submit records to the FPAC’s Audit Committee at the end of the fiscal year in which he/she held office.

Post initial start-up of the FPAC, an annual budget shall be approved by the membership before disbursements of any funds shall be made by the Treasurer. A general reserve of no less than $5,000.00 must be in the FPAC checking account at the end of each fiscal year.

Attend all FPAC fundraisers, determine the start-up money, oversee all events requiring monies during the fundraiser, act as cashier or appoint delegates to serve as same, and prepare monies for deposit.

All deposits will be dual counted by the Treasurer and a second member of the Board of Trustees; or a second person authorized by the President. There will be physical documentation of the deposit to be made with dual signatures prior to the money leaving the fundraiser location.

Any FPAC Member handling money during a fundraising event will verify their start-up money with the Treasurer and another member of the Board of Trustees; or a second person authorized by the President prior to the event starts. When turning in one’s money, a trustee will remain with the Treasurer to count the money brought received and verify that the start-up money has been returned.

The above will also be in effect for any parent group fundraisers with the exception that the counting of funds will be done by the team delegate and witnessed by another member of the parent group and/or coach of the individual sport for which the funds are being raised.

Only the Treasurer will have use of the FPAC’s Tax ID Number and will be covered under the insurance policy carried by the officers of the FPAC for non-profit organizations.

A signer on the FPAC bank account will not be allowed to reimburse themselves for purchase(s) made for the FPAC. Another signer on the account will sign the check agreeing that reimbursement is warranted. A copy of the receipt for reimbursement will be filed with the Treasurer and a copy to the second signer on the account.

The Treasurer will follow up with the team delegate of each parent group on a monthly basis to provide a copy of their group’s ledger showing deposits made and checks requested to be written for expenditures.

r. An audit will be performed by an outside, independent source at the end of the Treasurer’s

term.

s. Treasurer shall make an annual report to the Board of Trustees. In addition, the Treasurer

shall forward an annual report to the Fairview Park City School District Board of

Education.

t. Due to increasing requirements placed on charitable organizations by the IRS, it is strongly

recommended that the Treasurer have an accounting or non-profit finance background.

4. Charitable contributions. Gifts to the FPAC will be acknowledged in writing within 30 days of receipt, and substantiated within the current guidelines of the IRS.

**ARTICLE VII – POLICIES**

1. Record Retention & Destruction

The President is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and other documentation will be accomplished by shredding. Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

The FPAC will adopt a record retention schedule. This schedule lists the records stored on a fixed medium which are created, received, or sent under its jurisdiction of and which documents the organization, functions, policies, decisions, procedures, operations, or other activities of the FPAC. The officers shall serve as the custodian(s) of all records.

The period of time for which the FPAC stores and maintains records will be determined by assessing the administrative, legal, fiscal, and/or historical value of the records. All documents will be stored in a protected environment. Electronic records will be retained as if they were paper. Officers may make modifications to the Records Retention Schedule from time to time as they see fit to ensure compliance with local, state, and federal laws; and to add or delete various records which are kept the FPAC. Records will be turned over to a new General Secretary or Treasurer within 30 days of election.

Below shall serve as the initial Record Retention & Destruction Schedule for the FPAC.

**RECORD RETENTION SCHEDULE**

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| --- | --- |
| **RECORD TYPE** | **RETENTION PERIOD** |
| Correspondence | 3 Years |
| Program Advertisement Paperwork | 3 Years |
| Membership Drive Paperwork | 3 Years |
| Financial Records (Including Receipts & Bills Paid) | 7 Years |
| Bank Records (Including Canceled Checks) | 7 Years |
| Fund Raising Files | 7 Years |
| Coach Budget Requests | 7 Years |
| Contracts | 7 Years |
| Tax Returns (State & Federal) | Permanent |
| Articles of Incorporation | Permanent |
| Audit Reports | Permanent |
| Corporate Resolutions | Permanent |
| Determination Letter from IRS | Permanent |
| Minutes of Board Meetings | Permanent |
| Program Booklets | Permanent |
| Real Estate Deeds, Mortgages, Bills of Sale | Permanent |
| Insurance Policies | Permanent |

2. Conflict of Interest

Adopted to ensure the continuity of FPAC tax-exempt status when it is considering entering into a transaction or arrangement that may result in an excess benefit transaction or benefit the private interest of an officer or delegated authorized representative of the FPAC, member of a committee created by the FPAC, or member of a parent group recognized by the FPAC, where applicable.

Designed to help directors, officers, and members of committees created by the FPAC identify situations that present potential conflicts of interest and to provide the FPAC with a procedure to address potential conflicts of interest. A Responsible Person is deemed to have a conflict of interest only if the FPAC, through the procedure set forth below, determines a conflict of interest exists.

Officers, members, volunteers, and all members of all affiliated groups and committees are obligated to act in the best interest of the FPAC and only in a manner that is in the furtherance of the FPA‘s mission and spirit. Use of the FPAC’s property, name, logo, or use of a FPAC job title, for private use or benefit is prohibited.

If there is an inconsistency between the requirements and procedures set forth below and those of federal or state law, federal or state law will control.

a. Definitions

* + 1. A Conflict of Interest, more particularly described in Section b of this policy, occurs generally when a Responsible Person’s obligation to further the charitable purpose of the FPAC is at odds with the financial interest of a Responsible Person or the financial interest of a Family Member of a Responsible Person.

* + 1. A Responsible Person is any person serving as an officer of FPAC as defined in Article III, a member of any committee created by the FPAC, a person delegated with authority to vote on or approve of a transaction, agreement, or arrangement on behalf of the FPAC or representative or member of a parent group recognized by the FPAC as being in furtherance of the mission and purpose of the FPAC.

* + 1. A Family Member is a spouse, domestic partner, parent, grandparent, child, grandchild, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
    2. A Material Financial Interest is a financial interest in and receipt of any form of compensation from an entity of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person’s or Family Member’s judgment with respect to transactions to which the entity is a party.

* + 1. An Agreement or Transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship by the FPAC.

The making of a gift to the FPAC is not an Agreement or Transaction within the meaning of this document.

b. Conflicts of Interest: For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

i. Outside Interests.

a) An Agreement or Transaction between FPAC and a Responsible Person or Family Member in which the Responsible Person of Family Member stand to gain a financial or in-kind benefit.

b) An Agreement or Transaction between the FPAC and an entity in which a Responsible Person or Family Member has a Material Financial Interest or is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.

ii. Outside Activities.

a) A Responsible Person or Family Member competing with the FPAC in the rendering of services or in any other Agreement or Transaction with a third party; or

b) A Responsible Person or Family Member who has a Material Financial Interest in or serves as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to an entity or individual that competes with FPAC for services or in any other Agreement or Transaction with a third party.

iii. Gifts, Gratuities, and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:

a) does or is seeking to do business with, or is a competitor of FPAC; or

b) has received, is receiving, or is seeking to receive funds from the FPAC, or

c) under circumstances where it might be inferred that such action would influence or be intended to influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value not related to any particular transaction or activity of the FPAC.

c. Duty to Disclose: A Responsible Person must disclose the existence of an actual or possible conflict of interest prior to the FPAC committing to a transaction, agreement, or arrangement as soon as the Responsible Person knows or should reasonably be aware of a potential or actual conflict of interest.

d. Procedure: All proceedings regarding the disclosure, presentation, and determination of conflict interest shall be recorded in the minutes of the meeting.

i. The Responsible Person making the disclosure must be given the opportunity to present all material facts to the officers.

ii. After disclosure of all material facts, the Responsible Person must leave the meeting while the officers deliberate and determine if a conflict of interest exists and shall not attempt to exert influence over the decision of the officers.

iii. If the officers determine no conflict of interest exists, consideration of the proposed transaction, agreement, or arrangement may proceed as normal.

iv. If the officers determine a conflict of interest exists, the officers must either appoint a disinterested person or committee or exercise other due diligence to determine whether the FPAC can with reasonable efforts obtain a similar or more advantageous transaction, agreement, or arrangement not giving rise to a conflict of interest.

v. If the officers determine that a similar or more advantageous transaction, agreement, or arrangement not producing a conflict of interest cannot be reasonably obtained, the officers shall determine by a majority of the vote of the disinterested officers whether the transaction, agreement, or arrangement is in the FPAC’s best interest, for its own benefit, and is fair and reasonable, and shall make its determination as to whether or not to enter into the proposed transaction, agreement, or arrangement.

e. Violations of the Conflict of Interest Policy:

i. If any officer has reasonable cause to believe that a Responsible Person has an actual or potential conflict of interest exists, the basis for such belief shall be disclosed to the potentially conflicted Responsible Person, who shall be given the opportunity to explain the failure to disclose the actual or potential conflict of interest.

ii. If, after hearing the response of the potentially conflicted Responsible Person, and

making further investigation as reasonably warranted by the circumstances, the officers determines the Responsible Person has failed to disclose an actual or potential conflict of interest, it must take appropriate disciplinary and corrective action, including suspension or termination.

3. Whistleblower Protection

a. All officers, members, volunteers, members of committees authorized by the FPAC, and members of groups affiliated with the FPAC must exhibit honesty and integrity in fulfilling their responsibilities and take actions only in the best interest of the FPAC and in furtherance of the mission and purpose of the FPAC.

b. Reporting Responsibility. Policy is intended to encourage and enable such persons and others to raise concerns internally without fear of retaliation and so that the FPAC can address and correct inappropriate conduct and actions. It is the responsibility of all officers, members, volunteers, members of committees authorized by the FPAC, and members of all groups affiliated with the FPAC to report concerns about violations of the FPAC’s bylaws, code of ethics, or suspected violations of law or regulations governing or effecting the operations of the FPAC.

c. No Retaliation. It is contrary to the values of the FPAC for any officer, member, volunteer, member of a committee authorized by the FPAC, and member of a group affiliated with the FPAC to retaliate against anyone who, in good faith, reports the conduct of a Responsible Person, as defined in the Conflict of Interest section., that is in violation of these bylaws, the code of ethics, federal, state, or local law governing or effecting the operations of the FPAC or any other conduct, including suspected fraud or discrimination, that may compromise the integrity or good standing of the FPAC as a tax-exempt, non-profit organization. Retaliation against someone who, in good faith, reports a violation as set forth above is subject to discipline, including suspension or termination.

d. Reporting Procedure. A report of a violation may be made orally or in writing to any officer or officers. If the person reporting a violation has a reasonable belief that a report to an officer or officers may not be addressed appropriately, the person may report the violation to the Fairview Park City Schools Superintendent, Principal, or Vice Principal, or Board of Education, who may take appropriate action. If the report of the violation is made orally, the officers may require that the report be made in writing to facilitate an investigation. The officers must inform the Superintendent of the report of the violation.

e. Good Faith. Anyone making a complaint concerning a violation or suspected violation must have reasonable grounds to believe the information disclosed is a violation as set forth above. Allegations that are not substantiated and which are shown to have been made recklessly or maliciously will be treated as an event requiring disciplinary action, including suspension or termination.

f. Confidentiality. Violations or suspected violations may be submitted confidentially by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

g. Handling of Reported Violations. Within 14 days of the submission of a report of a violation or sooner if the suspected violation may cause imminent damage, the FPAC shall commence an investigation, excluding the person claimed to have committed the violation. If the officers fail to commence a timely investigation, the Superintendent may commence an investigation. Upon conclusion of an investigation, the officers or Superintendent shall make a written report of their investigation, and the Executive Board shall take the appropriate action.

**ARTICLE VIII- INDEMNIFICATION**

Any person or his or her estate made, or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer or volunteer acting on behalf of and with the approval of the FPAC, shall have no personal liability to the FPAC for monetary damages if all of the following conditions are met:

1. The person was acting or reasonably believed her or she was acting within the scope of his or her authority.

2. The person was acting in good faith.

3. The person’s conduct was not gross negligence or willful or wanton misconduct.

4. The person’s conduct was not an intentional infliction of harm or injury.

5. The person’s conduct did not arise out of the ownership, maintenance, or use of a motor vehicle for which liability may be imposed under Ohio law.

In the event that such person becomes a party to civil or criminal proceedings because of his or her actions taken within the scope of what the FPAC has authorized him or her to do, such person shall be indemnified by the FPAC to the extent permitted by Ohio law. The FPAC shall tender a defense and pay any necessary costs which may arise due to such proceedings. Such indemnification shall not apply in if it is adjudged by a court that such person is liable for negligence or misconduct in the performance of his or her duties.

**ARTICLE IX – DISSOLUTION**

In the event of the dissolution of the FPAC, all assets shall be distributed to one or more organizations which are justified as tax exempt under the Internal Revenue Code.

The officers serving at the time of dissolution shall designate the organization or organizations which shall receive these assets and the proportion of these assets to be turned over to each beneficiary. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in Cuyahoga County.

**ARTICLE X – AMENDMENTS TO BYLAWS**

These bylaws may be amended, supplemented, or repealed, in whole or in part, by a two-third (2/3) majority vote of the Members of the FPAC.

Prior to a vote to amend, supplement, or repeal these bylaws in whole or in part, the proposed amendment(s), supplement(s), or repeal must read publicly by the officers twice, with the meetings at which they are read to be held at least one month apart.

At least seven days prior to the first meeting at which the proposed amendment(s), supplement(s), or repeal are read, the FPAC must make the proposed amendments, repeal, or replacement available to all members.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Secretary of the Fairview Park Athletic Club does hereby certify that the foregoing bylaws are duly adopted by the undersigned Trustees, as identified in the Article IV of the Articles of Incorporation of the Fairview Park Athletic Club, as the Bylaws of the Fairview Park Athletic Club on the \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_, 2018, and that they do now constitute the Bylaws of said Fairview Park Athletic Club.

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President Pro-Tem D.J. Eidson

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Vice President Pro-Tem Dennis Rehor

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General Secretary Pro-Tem James Sassano

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Membership Secretary Pro-Tem Linda Cook

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Treasurer Pro-Tem Stephanie Carson