

**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”).

Recognizing that Fairview Park City Schools is the governing body and ultimate authority in all matters regarding boosters, athletics, co-curricular activities, policies, etc., for the district, the FPAC will comply with the Board of Education’s policy regarding Relations with Affiliated School Organizations, providing for alignment of the two entities.

ARTICLE I – PURPOSES

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 schools 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 purposes 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 AND MEETINGS

A. Membership

1. Membership is open to anyone who has demonstrated a genuine interest in furthering the purpose of the organization and who has paid annual dues.
2. Eligibility includes being eighteen years of age or older, and being a current resident of the Fairview Park School District or a custodial parent/relative of a Fairview Park School District student.

3. The membership and dues periods are July 1 through June 30. Dues are not to be prorated.
4. Annual dues are determined by the Executive Board.
5. Members are entitled to participate in business meetings, vote, and serve in any elective or appointive positions. To be eligible to vote in the election of officers in May, a member must have attended two general meetings during that same fiscal year. Each membership is entitled to one vote.
6. The FPAC does not share or sell membership information. Any personal data supplied in association with membership will be used solely by the FPAC.
7. In furtherance of the stated purposes of FPAC, the following Code of Conduct is embraced as members pledge to:
 - a. 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;
 - b. 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;
 - c. Recognize that functionally, the FPAC represents multiple sport specific parent groups that focus their concentration to best support each sport;
 - d. 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;
 - e. Desire to act with due consideration so as to allow spectators to watch sporting events with full enjoyment and support;
 - f. 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.
 - g. In the event a member 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, membership in the FPAC is forfeited. Any member who forfeits their membership in the FPAC 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.

B. Meetings

1. Regular meetings shall be held each month, unless cancelled by the President. Reasonable effort shall be made to publicize the date, time and location of all meetings. The annual meeting will be in May, at which time officers will be elected. Regular meeting quorum for the transaction of

business is a majority of the Executive Board and at least five (5) additional members. There shall not be any proxies.

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. Meetings shall be conducted by the President in a manner that is fair and equitable for all members attending. In lieu of the President's absence, chain of command shall be followed.
5. Robert's Rules of Order shall govern all voting.
6. Minutes of all meetings shall be recorded.
7. A majority of those present is required for approval of all actions requiring a vote.

ARTICLE III –BOARD OF TRUSTEES AND EXECUTIVE BOARD

A. Board of Trustees

1. The Board of Trustees shall be composed of the officers, team delegates, and ex-officio representative.
 - a. Officers shall be President, Vice President, General Secretary, Membership Secretary, Treasurer.
 - b. 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 athletics needs. The team delegate shall be appointed by their representative athletic program and approved by the coach, 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. The Athletic Director of the Fairview Park City Schools or his/her designee shall be a non-voting ex-officio member of the board, serving in an advisory capacity.
2. Board of Trustees' meetings shall be held as determined by the President.
3. Prohibitions
 - a. Trustees 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.
 - b. 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.

c. 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.

4. Safeguards

As stewards of resources entrusted to the organization, the FPAC fosters a culture of honesty and accountability, compelling ethical behavior and creating a high expectation of integrity. In an effort to safeguard the resources and mitigate risk of theft, the Board of Trustees follows procedures that address prevention, deterrence, and oversight. This includes internal financial controls, criminal background and public records checks of officers and team delegates, and ongoing training.

B. Executive Board

1. The Executive Board shall be composed of the officers.
2. 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, to accept gifts and donations, and to vote on financial matters, and to engage or enact all other acts in furtherance of the stated purposes of the FPAC.
3. The Executive Board shall transact such business as may be referred to it by the members and as provided by the terms of these bylaws. Shall respond to urgent matters between meetings of the FPAC. Shall fill vacancies in office. The President may invite the ex-officio representative to attend an executive session for the purpose of presenting information.
4. Executive Board shall meet as determined by the President.
5. A majority of the Executive Board shall constitute a quorum.
6. Resignations are effective immediately upon receipt of written notice by the General Secretary, or by the Membership Secretary if the General Secretary is resigning. A successor for a vacated unexpired term shall be appointed by a majority of the remaining Executive Board. Officers may be removed from office with or without cause by a majority vote of the officers only after giving the said officer an opportunity to be heard.

ARTICLE IV – OFFICERS

Officers shall be President, Vice President, General Secretary, Membership Secretary, Treasurer.

1. The officer-nominees, after qualification and nomination, shall be presented as a slate to be elected by the members at the annual meeting in May. Each Officer shall hold office for one year, the term of which shall be July 1 through June 30, or until his/her successor is qualified and elected. The period between the May election and the assumption of duties on July 1 shall be used for orientation of officers-elect.
2. An officer shall lose their office if he/she promotes anything that is contradictory to the purposes of the FPAC or if he/she misses three (3) consecutive meetings without prior notice of cause.

3. Duties

- a. President shall preside at all meetings of the FPAC, of the Board of Trustees, and the Executive Board. Shall personally represent the club or appoint a representative as needed. Shall appoint committees and committee chairpersons. Shall affect 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.
- b. 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 of the President. If the President vacates the office, then the Vice President shall assume all responsibilities of that office until the vacancy is filled by the Executive Board. Shall have oversight of resource development for the FPAC.
- c. Membership Secretary shall keep all records relating to membership. Shall ensure that officer qualifications are met prior to submittal of slate. Shall work to seek members who want to positively impact the sports programs of the Fairview Park School District.
- d. General Secretary shall keep an accurate record of the proceedings of Executive Board, Board of Trustees and membership meetings. Shall act as a custodian of records of FPAC activities. Shall perform all the duties usually incident to the office of Secretary, subject to the control of the Board of Trustees.
- e. Treasurer shall keep the financial records of the FPAC, collect and dispense funds on behalf of the FPAC. Shall comply with and carry-out the financial policies and procedures of the FPAC. Shall sign with the 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.

The Executive Board may appoint an Assistant Treasurer to assist with financial matters if deemed necessary. The Assistant Treasurer shall not be considered an officer and will not be a member of the board.

ARTICLE V – COMMITTEES

The Standing Committees shall be an Audit Committee and Nominating Committee. The Executive Board shall create committees as deemed necessary to carry out the work of the FPAC. Only members shall be eligible to serve on a committee or as chairperson. The President shall appoint chairpersons of committees with approval of a majority of the officers.

1. Minutes of all committee meetings shall be recorded and once approved, submitted to the General Secretary.
2. Quorum of any committee shall be a majority of its members.
3. 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

trustee and two members. The 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 verify the accuracy of the financial reports; ensure that the cash balances are accurate; determine that established procedures for handling funds have been followed; ensure that expenditures have occurred in a manner consistent with the bylaws and financial procedures; ensure that all revenues have been appropriately received and recorded.

Members of the Audit Committee shall sign a statement indicating their agreement with the findings detailed in the report. The Audit Committee shall submit a report to the Board of Trustees upon completion of the audit. Any discrepancies noted shall be brought to the attention of the President and a resolution reached prior to presentation. The Audit Committee shall have the authority to engage an auditor if deemed necessary. All officers shall make records available to the Audit Committee as requested.

4. 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
 - a. The funds shall be distributed in a manner that ensures that the student-athletes of the Fairview Park School District receive the best possible support of the FPAC and its stated purposes.
 - b. The Executive Board shall oversee the management and disbursement of funds.
 - c. Funds received for a specific team will be accounted for separately. The use of these funds is to be authorized by the team's officials. If a team dissolves, any funds remaining in its account will be transferred to the FPAC general fund.
3. The Treasurer shall provide a financial report to the members at the regular meetings.
4. The President shall review and sign-off on the monthly bank statement.
5. An annual audit shall be made of the financial records by the Audit Committee. The audit report shall be submitted to the Board of Trustees.

ARTICLE VII- INDEMNIFICATION

Any person or his/her estate made, or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/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:

- The person was acting or reasonably believed he/she was acting within the scope of his/her authority.
- The person was acting in good faith.
- The person's conduct was not gross negligence or willful or wanton misconduct.
- The person's conduct was not an intentional infliction of harm or injury.
- 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.

If such person becomes a party to civil or criminal proceedings because of his/her actions taken within the scope of what the FPAC has authorized him/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/her duties.

ARTICLE VIII – DISSOLUTION

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, public-safety testing, literary, or education organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX – AMENDMENTS TO BYLAWS

These bylaws may be amended at a regular membership meeting by a two-thirds majority vote of those present and voting.

Proposed changes must be communicated to members fourteen (14) days prior to the vote.

The President shall appoint a committee at least every three years to review the bylaws.

Amended May 20, 2019