

The Constitution and By-Laws of the Heritage High School Athletic Association

Article I (Name and Location)

Section 1. The name of this Association shall be the Heritage Athletic Association (hereinafter, "Association.")

Section 2 The principal mailing address of this association shall be located at 3465 N. Center Road, Saginaw, Michigan 48603, or such other place as the Board of Directors may from time to time designate.

Article II (Purposes)

The Heritage Athletic Association is a non-profit organization organized to support athletics at the Heritage High School in Saginaw, Township, Michigan and dedicated to achieving the following purposes:

- A.) The Association will enthusiastically support through projects, contributions, and membership dues the Heritage High School Athletic programs in accordance with the laws, rules or regulations of the Saginaw Township Community Schools, the State of Michigan, and the Saginaw Valley League Conference. This Association is organized for charitable purposes with in the meeting of Section 501(c) (3) of the United States Internal Revenue Code.
- B.) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.
- C.) The Association will cooperate with the Heritage High School Athletic Department and the Saginaw Township School Board to pursue the purposes of the Association and the Association will not attempt to interfere with coaching methods, philosophy, or personnel issues.
- D.) The Association shall not directly or indirectly participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Article III (Amendments)

This constitution may be amended, altered, or repealed by vote of two-thirds ($\frac{2}{3}$) of the entire Board of Directors at any meeting constitutes a quorum, and further provided that a copy of the proposed amendments shall be e-mailed to each member of the Association not less than (10) ten days prior to the meeting at which action is to be taken thereon. In the absence of applicable provisions found in these by-laws the Board of Directors may prescribe such temporary rules and regulations not consistent herewith for the welfare and protection of the members as may from time to time be deemed necessary.

By-Laws

Article I (Membership)

Any person who supports the purposes of the Heritage Athletic Association and is willing to uphold its constitution, bylaws, and policies, may become a member upon payment of dues as hereafter provided. Applications for membership in the Association shall be made to the membership committee as follows:

- a) The application shall be submitted in writing on a form provided by the Association and accompanied by a payment in an amount sufficient to cover the current year's dues in advance. Membership shall become effective upon payment of annual membership dues, excepting that all past presidents of the association shall be life members of the Association and shall not pay dues.
- b) The membership year shall run from July 1st through June 30th.
- c) A membership drive shall commence at the beginning of the school year and continue throughout the current school year.

Meetings of the members shall be held as follows:

- a) An Annual meeting of the membership of this Association shall be held the Second Monday of May each year or at such time as may be selected, for the purpose of electing the board of directors and reviewing the affairs of the association for the past year.
- b) Other meetings of the membership of this association shall be held on the Second Monday of each month during the current fiscal year. Direction of the Board of Directors at such place and time be designated by the Board of Directors.

ARTICLE II
(Board of Directors)

- A. The Board of Directors of the Association shall consist of ten (10) voting members, the Heritage High School principal (or his/her appointee) and the School District and Heritage High School Athletic Director shall be non-voting members.
- B. The Board of Directors shall be elected at the annual meeting of the Association. The Board of Directors will elect the officers of the Association at their first meeting following the annual meeting. All directors shall be voting members of the board.
- C. A list of candidates shall be prepared by a nominating committee appointed by the President prior to the May board meeting, which shall be considered the annual meeting and will be open to the membership. Nominations for directors, with prior consent of the nominee, shall also be accepted from the floor at the annual meeting, except that no more than fifty percent (50%) of the nominations for open seats at any given election may be held by nominees from the floor in order to maintain continuity of the organization.
- D. Directors will be elected by the board for a one (1) year terms at the annual meeting. Any vacancy which occurs during the year will be filled by the board of directors for the balance of the unexpired terms. There shall be no limitation on the number of terms of office.
- E. Members of the Board of Directors should attend all regularly scheduled and special meetings of the Board of Directors and the Association. If the Director misses (3) three consecutive, regularly-scheduled meetings, the position may be declared vacant by a majority vote of the board.
- F. The Board of Directors shall be the policy-making body of the Association, passing in all bills and expenditures, planning programs, providing general oversight for all fund-raising and fiscal operations, and filling vacancies which may occur among the officer and Board of Directors. The Board shall transact all business of the association.
- G. The Board of Directors will conduct monthly meetings to conduct the business of the Association. The Board may vote to forego the next monthly meeting when deemed appropriate.
- H. Special Board meetings may be called by the President of upon the request of (4) four Board members.
- I. Special membership meetings may be called by the Board of Directors.
- J. At meetings of the Board of Directors, a simple majority of the members of the Board of Directors shall constitute a quorum.

Article III

(Fiscal Year)

The fiscal year of the Association shall run from July 1 through June 30.

**Article IV
(Finance)**

- A. Annual dues shall be determined by the Board of Directors and may change at any time at the sole discretion of the Board of Directors.
- B. Dues and other monies collected by this Association shall be placed in a depository selected by the Board of Directors and payments from the funds of this association shall be made on a signature of the treasurer and/or any other persons so authorized by the Board of Directors.
- C. The Board of Directors shall adopt a budget for each fiscal year and the association shall function within the tools of such budget. Any expenditure in excess of such budget must be authorized by the Board of Directors.
- D. The Treasurer, and other persons so authorized by the Board of Directors handling the funds of this Association shall furnish a bond, at the expense of the Association prior to handling the Association's finances in such an amount as the Board of Directors shall determine. The bond shall be as determined by the Board of Directors.
- E. Fundraisers shall be decided upon annually by the Association's officers along with the District Athletic Director of Heritage High School. The Association shall communicate to its members that participation in fundraisers is optional.
- F. The Association shall submit for review approval to the Saginaw Township Schools business officer any proposed written contract. Any Association plan, project, or movement instituted to expand, modernize, renovate, or otherwise render maintenance to school controlled and/or owned properties shall be presented to the Heritage High School Principal for consideration, comment evaluation, approval, and support. Equipment and material purchased by the association and used by the students and school staff of Heritage High School shall become the property of Heritage High School and under the control of the Saginaw Township Board of Education.

Article V (Officers)

The following officers shall be elected from the membership of the Board and shall hold office for a term of (2) years from the date of election or until their successors are elected:

- A. **President:** The President shall reside at all meetings of the Association and the Board of Directors. He/She will endeavor to carry out the will of the majority and the Board of Directors and membership within the limits of the policy of the school, Saginaw Township Community Schools, Board of Education and this constitution. The President will appoint all committees established by the Board of Directors or these by-laws, with all committees reporting to the Board of Directors. The President shall have authority to approve expenditures of up to three hundred dollars (\$300.00).

- B. **Vice-President:** The Vice-President shall aid and assist the president in His/Her duties and shall perform presidential duties in the absence of the President. He/She will also be in charge of the selection and distribution of scholarship money.

- C. **Secretary:** The Secretary shall keep records and minutes and notify members and directors of meetings. He/She will send all correspondence as directed by the President or Board of Directors. The Secretary will be the membership officer and maintain a list of the current membership.

- D. **Treasurer:** The Treasurer shall have custody of all funds and property of the association. He/She will collect funds and disburse funds upon the authority of the Board of Directors. All disbursements shall be made by check and shall be signed by the Treasurer if under \$2,500, and one other officer if over \$2,500. The Treasurer will be responsible for preparing monthly report and an annual report at the end of the fiscal year, which reports shall be reviewed by the Board of Directors.

Article VI (Committees)

The standing committees of the association will be Apparel, Membership/Signs, Hawkton, Fundraising, and Scholarship. Ad Hoc committees can be established by the Board of Directors as the need exists. Duties for each committee will be established by the Board of Directors.

**Article VII
(Amendments)**

These bylaws may be amended, altered, or repealed by vote of two-thirds ($\frac{2}{3}$) of the entire Board of Directors at any meeting constitutes a quorum, and further provided that a copy of the proposed amendments shall be e-mailed to each member of the Association not less than (10) ten days prior to the meeting at which action is to be taken thereon. In the absence of applicable provisions found in these by-laws the Board of Directors may prescribe such temporary rules and regulations not consistent herewith for the welfare and protection of the members as may from time to time be deemed necessary.

**Article VIII
(Notices)**

Members shall furnish the Association with their official home address and/or e-mail and mailing of any notice to such address shall be deemed service of each notice of notices upon the member as of the date of mailing the same.

**Article IX
(Rules of Procedure)**

Roberts Rules of Order shall govern the procedure of all meetings of the Association

**Article X
(Oscar B. Huyghe Scholarship Award)**

Annually, in May of the current school year the association will award (8) eight, One Thousand (\$1,000.00) dollar scholarships, (4) four male student athletes and, (4) four female student Athletes will be selected on the basis of the scholarship requirements. The scholarship winners are awarded by submitting required documents: athletic participation, attendance record, (1) one Coach and (1) Teacher recommendation, essay documentation, maintaining a 2.75 GPA and above, most importantly the parent/guardian must be a member of the Athletic Association.

The award winners will be selected by a three person committee including a mentor. The committee qualifications are a non-senior student Athletic Association member, willingness to review applications, understand the rules by which the student is selected and with one non-voting member serving as a mentor from the Athletic Association. All requirements are stated in the application of the scholarship.

Other scholarships may be awarded as deemed appropriate by the Board of Directors. It is the intent of these scholarships to provide recognition and financial support to the eight students who represent the highest ideals of sportsmanship, leadership and citizenship. The Oscar B. Huyghe Awards will be given directly to the student athlete and/or parent or guardian.

**Article XI
(Indemnification)**

This corporation shall indemnify and reimburse any person for expenses actually incurred by him/her and liabilities imposed upon him/her, in connection with or arising out of any claim, action, proceeding, or suit, civil, criminal, administrative or investigative, and whether formal or informal, or any threat thereof, in which he/she may be involved by reason of his/her being or have been a trustee, director, or officer of the corporation, or by reason of service to any other corporation, firm, organization, whether for profit which he/she served as a director, officer, partner, or trustee at the request of this corporation. Such indemnification or reimbursement shall be to the maximum extent permitted by, and in accordance with the relevant provisions of the Michigan Non-Profit Corporation Act. The right of indemnification herein provided shall apply whether or not such person indemnification in such capacity at the time such loss, expenses, or liabilities are incurred or imposed. Neither this corporation nor its trustees, directors, or officers shall be liable to anyone for any determination of such trustees, directors, or officers as to the existence or absence of conduct which provide a basis for making or refusing to make any payment hereunder or forsaking or omitting to take any other action hereunder, in reliance upon the advice of counsel. A court of competent jurisdiction may make a determination as to the right of a person to indemnification and reimbursement hereunder in any specific case upon the application of such person, despite the failure or refusal of the trustees, directors, or members to make provision therefore. The foregoing right of indemnification and reimbursement shall not be exclusive or other rights to which such person may be entitled as a matter of law, and shall inure to the benefit of his/her heirs and personal representatives. The right of indemnification herein provided shall be applicable only to the extent that such liabilities expenses, and costs at not otherwise covered by or through collectible policies of insurance which may be carried by or for the benefit of such person, or this corporation, or any other corporation or organization.

**Article XII
(Dissolution)**

In the event of dissolution of the Athletic Association, real and personal shall be distributed to the Saginaw Township Community Schools.

**Article XIII
(Books, Records & Fiscal)**

The Board of Directors will keep:

- A. **Books and Records:** Records of all proceedings of the Board of Directors, committees, and financial statements of the Association, and Articles of Incorporation and By-Laws of the association and all amendments, restatements and other records, books of account if necessary and appropriate to the conduct of the association, shall be maintained by the association for seven (7) years

- B. **Internal Revenue Service (IRS)**: Within (3) three months of the new fiscal year, a completed tax return must be submitted to the IRS.

**Article IX
(Waiver of Notice)**

Whenever any notice is required to be given by the By-laws or any corporate laws of the State of Michigan, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at or after the meeting.