

Copy

## CORPORATE BYLAWS

of the

### NATICK ATHLETIC HALL OF FAME, INC.

#### ARTICLE I: CORPORATE IDENTITY, NAME, PURPOSE, TAX STATUS, FISCAL YEAR, LOCATION, CORPORATE SEAL AND DISSOLUTION

**1.1 Name.** The name of the Corporation is the Natick Athletic Hall of Fame, Inc.

**1.2 Purpose.** The Corporation is organized and shall be operated exclusively for the following educational purposes:

- a) To select and honor athletes, coaches, teams and other contributors who have demonstrated outstanding achievement in Natick High School Athletics and to provide education to the public, to the citizens of Natick and to Natick High School supporters and contributors, of the athletic achievements connected with Natick High School.
- b) To exercise all rights and powers conferred by the laws of the Commonwealth of Massachusetts upon corporations by Massachusetts General Laws, Chapter 180, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature without limitations as to amount of value and to hold, invest, reinvest, manage, use, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the charitable purposes set forth herein.
- c) To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them and to do all things permitted by law.

**1.3 Tax Status.** The Corporation is a tax-exempt nonprofit entity organized under Chapter 180 of the Massachusetts General Laws, organized exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**1.4 Fiscal Year.** The fiscal year of the Corporation begins on January 1 of each year (excepting the year of incorporation which will begin on such date of incorporation) and shall end on December 31 of such year.

**1.5 Corporate Seal.** The directors may adopt and alter the seal of the Corporation.

**1.6 Dissolution.** Upon the dissolution of the Corporation, its assets will be distributed exclusively to social service, community service or educational organizations which qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code as they now exist or as they may hereafter be amended.

## **ARTICLE II: MEMBERSHIP**

**2.1 Members.** The Members of the Natick Athletic Hall Of Fame, Inc. shall be made up of the officers and directors of the Corporation, however, the number of Directors may be increased in number by vote of the Directors as determined hereafter.

**2.2 Vote.** The Members and Board of Directors shall have all voting rights and shall be empowered to take all action required or permitted by law.

## **ARTICLE III: BOARD OF DIRECTORS**

**3.1 Powers.** The affairs of the Corporation shall be managed by the Directors who may exercise all powers of the Corporation.

**3.2 Responsibilities.** The Directors will be responsible for establishing policy and overseeing the general management and programmatic operations of the Corporation; creating and designating such special committees as it may deem necessary; approving the Corporation's annual budget; representing the Corporation in the community; and adopting such rules, policies and regulations as it may from time to time deem advisable for the orderly conduct of the affairs of the Corporation.

**3.3 Good Standing.** A Director in good standing will attend at least 75% of meetings of the Board, serve on and attend meetings of committees, participate in the activities of the Corporation, and assist with the Corporation's fundraising activities.

**3.4 Number and Election.** There will be five (5) Directors, consisting the three officers, the President, Treasurer and Clerk, (who shall also be Directors) and two elected Directors. Elections will occur as the first item of business at the annual meeting of the Corporation by a majority vote of the current Directors. The number of Directors may be increased

in number by vote of the Directors at its annual meeting, always providing that such Board has an odd number of Directors, so as to avoid, as much as possible, the possibility of tie votes.

**3.5 Regular, Special and Annual Meetings.** The Directors will meet regularly, at least three (3) times annually, at an agreed upon time and place. There will be an annual meeting, the date, time and place to be set by the Directors and if not so determined, such annual meeting shall be on the first Tuesday of February at 6:00pm at the corporate offices. The President may call special meetings as business requires. Notice of regular and annual meetings, with date, time and place, will be given to each member not less than ten (10) days before a meeting. Notice of special meetings, with date, time and place, will be given to each voting member not less than five (5) days before a meeting.

**3.6 Order of Business at Regular Meetings.** At regular meetings of the Directors, the order of business will be: (1) Minutes, (2) Reports of the Board of Directors, (3) Reports of Committees, (4) Unfinished Business, and (5) New Business. Roberts' Rules of Order shall be the parliamentary authority of the Board of Directors.

**3.7 Action at Meetings.** At any meeting of the Directors, a majority of the Directors then in office will constitute a quorum. Any meeting may be adjourned to a later date or held at such later date if a quorum of the Directors is not present for business to be transacted. At any meeting at which a quorum is present, a majority of the votes properly cast by Directors present will decide any question unless the Articles of Organization, these Bylaws, or any applicable law requires a different vote.

Three-fifths (3/5) of all Directors then in office will be required for any vote to approve a merger of the Corporation with another organization, to dissolve the Corporation, or to change the Corporation's bylaws.

**3.8 Votes.** Any action required or permitted to be taken at any meeting, a majority of the votes properly cast by Directors present will decide any question, except those actions requiring a super-majority vote, as in Section 3.7 or otherwise. Any action required or permitted to be taken at any meeting may be taken without a meeting if a majority of members entitled to vote on the matter consent and provided that such writing or copy of such electronic document of such vote or consent shall be filed with the records of the meeting of the Directors along with the action taken. Any consent and action taken pursuant thereto shall be treated for all purposes as a vote at a meeting.

**3.9 Compensation.** Directors shall receive no compensation other than reasonable reimbursable expenses for specified activities undertaken on behalf of the Corporation.

**3.10 Tenure.** Directors shall be elected each year at the annual meeting for a term of one (1) year, or until a successor is duly elected and qualified, whichever is later. A Director may serve no more than six (6) consecutive years, and shall not be eligible for re-election until after a lapse of two (2) years after having served six terms. This 2 year restriction may be waived by a vote of the Board of Directors.

**3.11 Resignation, Termination and Absences.** Any Director may resign at any time by giving written notice addressed to the President. Such resignation will be effective at the time specified in the notice or at the time of acceptance, whichever is earlier. Any Director also may be removed from office with or without cause by an affirmative vote of the majority of the Directors then in office. A Director shall be removed from the Board for absences without good cause exceeding 25% of meetings of the Board or assigned Committees by the affirmative vote of the majority of the Directors then in office.

**3.12 Vacancies.** When a vacancy on the Board exists, the Nominating Committee may receive nominations for new Directors from present Directors at least two weeks in advance of a Board meeting. These nominations, if approved and recommended by the Nominating Committee, will be sent to the Clerk for transmission to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Director's term.

## **ARTICLE IV: OFFICERS**

**4.1 Number and Positions.** The officers of the Corporation will be nominated by the Nominating Committee and elected for a term of one (1) year by the Board of Directors immediately following the election of Directors at the Corporation's regular annual meeting. An officer may be re-elected but shall not serve for more than two consecutive years in the same capacity. This restriction may be waived by a vote of the Board of Directors. Vacancies may be filled at any meeting of the Board of Directors. Each officer will hold office until his/her successor has been duly elected and qualified. Officers elected from the membership of the Board shall be the President, Clerk and Treasurer. The Board may also elect a Vice President, Assistant Treasurer and Assistant Clerk, and such other officerships it determines and designate their duties and responsibilities.

**4.2 Duties of Officers:** Officer duties are as follows:

a) The **President** will preside at meetings of the Board of Directors and will perform such other duties as the Board of Directors determines. The President will be an *ex-officio* member of each committee. The President will convene regularly scheduled Board Meetings.

b) The **Clerk** will be responsible for keeping records of Board of Director actions including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director, and assuring that corporate records are maintained. The Clerk shall have custody of the Seal of the Corporation. If the Clerk is absent from any meeting of the Board and the Assistant Clerk, if any, is not in attendance to serve, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting. The Clerk shall be a resident of Massachusetts.

c) The **Treasurer** will be the Chief Financial Officer of the Corporation. The Treasurer will be Chair of the Finance Committee and oversee the budgeting process and financial management of the Corporation; provide an annual financial report; report all financial information to the Board on a regular and timely basis; review the annual audit and respond to Directors' questions about the audit; present the budget to the Board for approval, assist Directors to understand the Corporation's budget and financial requirements. The Treasurer shall be in charge of the Corporation's financial affairs, funds, securities and valuable papers, and shall keep accurate records thereof.

**4.3 Emergency Appointments.** In the event of the sudden loss of the Clerk or the Treasurer of the Board by resignation, or if said person is unable or unwilling to serve, the President, in consultation with the Board and Nominating Committee, may appoint a replacement subject to a vote of the full Board at its next meeting.

## **ARTICLE V: COMMITTEES**

### **5.1 Selection Committee.**

a) The Board of Directors shall establish a Selection Committee consisting of 15 members.

b) Said members shall serve a term of one (1) year.

- c) Said members may serve no more than six (6) consecutive years.
- d) The removal of any member from the Selection Committee shall be at the discretion of the Board of Directors.

**5.2 Banquet/Awards Committee.**

- a) The Board of Directors shall establish a Banquet/Awards Committee consisting of fifteen (15) members.
- b) Said members shall serve a term of one (1) year.
- c) Said member may serve no more than six (6) consecutive years.
- d) The removal of any member from the Banquet/Awards Committee shall be at the discretion of the Board of Directors.

**5.3 Other Standing Committees.**

- a) The Board of Directors may appoint a Nominating Committee and such other Standing Committees as they deem appropriate.
- b) Members of these committees shall serve a term of one (1) year.
- c) Said member may serve no more than six (6) consecutive years.
- d) The removal of any member from Standing Committees shall be at the discretion of the Board of Directors.

**5.4 Committee Chairs' Responsibilities.** The President will appoint all committee chairs, in consultation with the other officers of the Corporation. Committee chairs are responsible for arranging a schedule of committee meetings; setting annual committee meetings; setting annual committee agendas (in consultation with other committee members); ensuring action, as appropriate, on the committee's agenda; and reporting regularly to the Board on the committee's recommendations for Board review and approval.

**5.5 Members.** The President, as well as the Treasurer, Clerk and Directors may be ex officio members of all committees. If any committee member is unable or unwilling to continue to serve and notification thereof is provided or made known to the President or the Board of Directors the Board of Directors may take such action to replace such member at any annual or special meeting of the Board of Directors. The Board of Directors may appoint a member of the Board to any Committee to assist such Committee in its efforts in discharging its duties.

## **ARTICLE VI: HALL OF FAME SELECTION AND QUALIFICATION**

**6.1** The Natick Athletic Hall of Fame Selection Committee may nominate and select a person who is deemed worthy because of his/her outstanding contributions to Natick High School Athletics for induction into the NATICK ATHLETIC HALL OF FAME.

### **6.2 Candidate Categories.**

- a) Athlete:** Candidates who are graduates of Natick High School with a minimum of two (2) years of enrollment unless the Directors otherwise determine. Nominees will become eligible ten (10) years from the date of his/her graduation.
- b) Coach:** A Coach who have achieved outstanding records and/or won significant championships.
- c) Administrator/Athletic Contributor:** Such person who have been an outstanding contributor to the enrichment of Natick High School Athletes.
- d) Teams:** High School Athletic teams who have achieved outstanding records and/or won significant championships.
- e) Other:** Such other candidate categories, criterion and eligibility as determined by the Board of Directors from time to time.

### **6.3 Selection Criteria for Membership**

Induction into the Natick Athletic Hall of Fame may be granted to those who meet the following criteria:

- a)** They have distinguished themselves and brought honor to Natick High School through their outstanding achievement in the athletic program.
- b)** They have demonstrated outstanding character, courage, and citizenship while at Natick High School.
- c)** Athletic teams who have achieved outstanding records and/or won significant championships.

### **6.4 Eligibility for Nomination**

- a)** Former Natick High School students will be eligible for nomination for membership in the Natick Athletic Hall of Fame after the 10<sup>th</sup> anniversary of their original class' graduation from Natick High School.

b) A Natick High School Coach's eligibility will be based upon a high degree of achievement with outstanding records and/or championships. Candidates must have contributed toward promoting sound educational values and character in their athletes. ✓

c) An athletic team's eligibility will be based upon the success of the team. Teams are eligible for induction after the tenth (10<sup>th</sup>) anniversary of the graduation of the senior members of the team to be so honored. An affirmative vote of at least a two-third (2/3<sup>rd</sup>) majority of the Selection Committee is required for a Team to be selected.

### **6.5 Nomination and Selection Procedure**

a) Anyone may nominate a qualified individual or team for consideration by the Selection Committee.

b) The Selection Committee may on its own initiative nominate candidates for membership.

c) Applications will only be accepted by completing an official Natick Athletic Hall of Fame, Inc. Nomination Form that will be available on the corporation's official website.

d) At any meeting of the Selection Committee, a majority of the Selection committee then in office will constitute a quorum. Any meeting may be adjourned to later date or held at such later date if a quorum of the Selection Committee is not present for business to be transacted. At any meeting at which a quorum is present, a majority of the votes properly cast by the Selection Committee present will decide any question unless the articles of organization or these bylaws require a different vote.

**6.6 Induction.** Any person so nominated, upon acceptance, shall be inducted into the Natick Athletic Hall of Fame at the direction of the Board of Directors at the next awards Banquet held by the Corporation.

### **ARTICLE VII: INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify each of its directors, officers, employees, committee members and agents and any persons who will serve or at any time have served at its request as directors, officers, employees, committee members or agents of the Corporation or any other unincorporated community organization against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such directors, officers, employees or



agents in connection with any proceeding in which they may become involved by reason of their being or having been directors, officers, employees or agents of the Corporation or of such other organization; such indemnification shall include payment by the Corporation of expenses incurred in defending a civil or criminal, administrative or investigative action or proceeding, in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if she or he shall be adjudicated to be not entitled to indemnification under this Article; provided that no indemnification shall be provided for any director, officer, employee or agent with respect to any matter as to which she or he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that her or his action was in the best interests of the Corporation. The terms "directors", "employees" and "agents" as used therein, shall include the heirs, executors and administrators of such directors, officers, employees and agents. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled as a matter of law.

## **ARTICLE VIII BY LAW AMENDMENTS**

These By-Laws may be amended by the affirmative vote of two-thirds of the duly elected and serving Directors taken at a meeting of the Directors, provided that notice of the proposed changes will be given to all Directors at least ten (10) days before the date of the proposed vote.

## **ARTICLE IX: EXECUTION OF DOCUMENTS**

**9.1 Real Estate Transactions.** Any recordable instrument regarding an interest in real estate shall be executed in the name of the Corporation by two of its officers, one of whom is the President and the other the Treasurer.

**9.2 Execution of Contracts and Bonds.** The President and Treasurer are authorized to execute contracts and bonds on behalf of the Corporation, and such execution will be valid and binding upon the Corporation.

**9.3 Check Signing.** Unless the Directors otherwise determine, the President and Treasurer are authorized to sign checks on behalf of the Corporation.

## **ARTICLE X: CONFLICT OF INTEREST**

Each Director and Officer of the Corporation must disclose in writing to the Board of Directors any conflict of interest which she/he believes may arise in connection with his/her service as a Director or an Officer of the Corporation and must disclose any personal or financial interest in any Corporation, vendor, provider of services or consultant that is either doing business with or providing services for the Corporation or is being considered for such work. No contract or other transaction between the Corporation and any other Corporation, firm, association, or other entity in which one or more of the Corporation's directors or officers are directors or officers, or have a substantial financial interest, will be either void or voidable for this reason alone or by reason alone that such director(s) or officer(s) are present at the meeting of the Board or of a Board committee, which authorizes such contract or transaction, or that their votes are counted for such purposes, if the material facts as to such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officer.

## **ARTICLE XI: NOTIFICATIONS**

The terminology "notice" "mail", "mailing", and "ballot-by-mail" and "consent" shall be deemed properly made and valid utilizing electronic mail (e-mail), and any successor internet technology as determined by the Board of Directors, so as to reduce costs and increase responsiveness. A copy of such electronic document shall be filed with the records of the meetings of the Directors along with the action taken. Such notice and any action taken pursuant thereto shall be treated for all purposes as a vote at a meeting.

Approved \_\_\_\_\_ 2009