

BYLAWS

OF

The Black & Blue Touchdown Club



A NONPROFIT CORPORATION

ARTICLE I

OFFICES

The principal office of the corporation, hereinafter referred to as the "Corporation," shall be located at the address set forth in the Articles of Incorporation. The Corporation may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time.

ARTICLE II

MEMBERSHIP

Section 1. Classes of Members. The Corporation shall have only two classes of membership: (1) Members, which include all parents, guardians or other persons with a child on the football roster and attending Tuscarora shall be considered voting members; and (2) the Board of Directors, which shall be voting Members unless noted in the by-laws. Both Classes shall be Volunteers only.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors whose members shall have a fiduciary obligation to the Corporation shall manage the affairs of the Corporation.

Section 2. Number, Term and Qualifications. The number of Directors shall be no less than three (3) and no more than six (6). The term of membership shall be for continuous two (2) year periods, unless removed. Those members set forth in the original Articles of Incorporation shall comprise the original Board of Directors.

Section 3. Regular Meetings. The Board of Directors shall meet monthly to prepare for general membership meetings and to conduct the affairs of the organization.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any two (2) Directors, and shall be held at any location as the Directors may determine.

Section 5. Notice of Meetings. The Annual Meeting is mandatory for all Directors and Voting members. Notice of the annual meeting is hereby set to start on the last Friday in June prior to **football season starting**. Any regular or any special meeting of the Board of Directors shall be given by written notice, text or electronic mail to each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting must be specified in the notice or waiver of notice of such meeting, as specifically required by these Bylaws.

Section 6. Quorum. A quorum of the Board of Directors for the conduct of business shall consist of at least 3 officers in attendance.

Section 7. Board Decisions. The act of a majority of the Directors present, at a meeting at which a quorum is present, shall be the act of the Board of Directors.

Section 8. Vacancies, Additions, Elections and Removal. Any vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors.

Section 9. Compensation. Directors, as such, shall not receive any salaries for their services.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable; and such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The same person may hold only one office.

Section 2. Election and Term of Office. The Board of Directors at the regular annual meeting of the Board of Directors shall elect the officers of the Corporation **bi-annually**. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor has been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the remaining portion of the term.

Section 5. Powers of Officers.

(a) **The President:** The President shall be the Chief Executive Officer of the Corporation. He/she shall be a continuing non-voting member of the Board of Directors. He/she shall have general supervision of the other officers. He/she shall attend all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Corporation any specific powers, other than those that may be conferred only upon the President. He/she shall be an ex-officio member of all standing committees. The President shall vote only in the case of a tie in a vote of the Executive committees.

(b) **Vice President:** The Vice President shall perform the duties and exercise the powers of the President in case of his/her temporary absence from the Corporation, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He/she shall serve as a member of the Board of Advisors; however, in the event of serving as President he/she shall be a non-voting member of the Board of Advisors.

(c) **Secretary:** The Secretary shall attend all sessions of the Board; act as clerk thereof; and record all votes and the minutes of all proceedings in a book to be kept for that

purpose. He/she shall perform like duties for the executive and standing committees when required. He/she shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He/she shall have custody of the seal to all authorized documents requiring the seal. He/she shall keep the membership rolls of the Corporation, and in general perform the duties usually incident to the office of Secretary, and such other duties as may be prescribed by the Board of Directors or the President.

(d) **Treasurer:** The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name, and to the credit, of the Corporation in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He/she shall disburse the funds of the Corporation as may be ordered by the Board and shall render to the President and Directors at the regular meeting of the Board, and whenever they may be required, accounts of all his/her transactions as Treasurer and of the financial condition of the Corporation. He/she shall perform the duties usually incident to the office of the Treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

The treasurer shall be responsible for the collection and documentation of monies for special events and other funds flowing into the organization. In addition, he/she shall document the receipt of all monies, account payable receipts, petty cash expenditures, amounts expended from the organization's banking accounts and costs incurred for sundry supplies needed for operational purposes. These matters shall be documented according to standard accounting procedures and practices in a bookkeeper's ledger, or equivalent electronic format, which will be made available for review purposes during annually conducted independent audits by a Supervisory Board or Certified Public Account.

(f) **Delegating Powers to Other Officers:** In case of the absence of any officer of the Corporation, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his/her duties and powers for the time being to any other officer, or to any director.

ARTICLE V

COMMITTEES AND BOARD OF ADVISORS

Section 1. Committees and Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him/her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution

adopted by a majority of the Directors present at a meeting at which a quorum is present. The President shall appoint the members thereof. The President thereof may remove any member whenever in his/her judgment the best interest of the Corporation shall be served by such removal.

Section 3. Board of Advisors. A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide counsel to the President and to the Board of Directors. Counsel shall be organizational, financial, legal or other areas wherein the President determines professional counsel is needed and/or desirable. No minimum but, a maximum of seven (7) members of the Board of Advisors shall be established and the appointment of the Board of Advisors and their tenure thereon shall be at the pleasure of, and in the complete discretion of the President.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the corporation.

Section 2. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the treasurer(s) of the Corporation, except for checks of \$1000 or more, which must have (i.e Treasurer and any Board of Directors member) *“Two signatures required for checks in the amount of \$1000 or more”*

Section 3. Deposits. All funds of the Corporation shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for any purpose of the Corporation.

ARTICLE VII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors entitled to vote. Any member, or agent may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall coincide with the football season and begin 1 August and conclude 31 July.

ARTICLE IX

DISSOLUTION

(a) Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Corporation. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Corporation, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States revenue law).

ARTICLE X

SEAL

The Board of Directors shall provide a corporate seal, which shall be set forth below.

ARTICLE XI

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a simple majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. At least fourteen (14) days written advance notice of said meeting should be given to each member of the Board of Directors.

Adopted by the full Board of Directors this ____ day of _____, 2022.

President

Vice President

Secretary

Treasurer

ATTACHMENT TO BYLAWS
OF
THE KREWE OF GRADY POUGH, SR
“K O G P”
A NONPROFIT CORPORATION

Append to Article II, Section 1:

The officers and members of The Krewe of Grady Pough Sr are Volunteers. Said organization is organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

As an exempt corporation, the State of Alabama provides Charitable Immunity. Nonprofits are immune but only from claims by beneficiaries. *Autry v. Roebuck Park Baptist Church*, 285 Ala. 76 (1969); *Laney v. Jefferson County*, 249 Ala. 612 (1947).

Volunteer Protection Statutes Non-profit, hospital and government volunteers, volunteer firefighters, and medical professionals who volunteer at a medical clinic are all generally immune from liability if they acted in good faith.

Code of Ala. § 6-5-336, Definition of volunteer. Volunteer is defined as a person performing services for a non-profit organization, non-profit corporation, hospital, or government entity without compensation, other than reimbursement for actual expenses incurred.

Volunteer includes person serving as a director, officer, trustee or direct service volunteer.

Volunteers are immune from civil liability for acts or omissions if volunteer acted in good faith, and within scope of official functions and duties.

Exceptions: damage or injury caused by willful or wanton misconduct.