

BYLAWS OF THE CHARLESTON GAA

As created on March 22, 2017
Amended August 18, 2018

Article I

Mission Statement & Objectives

The Charleston GAA participates and promotes traditional Irish sport, culture, and fellowship.

The objectives of the association are:

1. Organize and promote GAA sports in the region of Charleston, South Carolina.
2. Represent the needs, interests, and welfare of club members.
3. Promote and encourage lifelong involvement.
4. Research, organize, and disseminate information important to club members and to other organizations and individuals involved in the support of Irish sport and culture.

Article II

Members

1) **Classes of Members; Qualifications.**

- a) **Full Member** – Shall be all persons of 18 years of age and over who subscribe to and undertake to further the aims and objects of the Organization. A Full Member shall have full voting rights and participate in the management or control of the Organization provided that they have paid the required yearly dues in full. Full Members who fail to pay dues shall not have voting rights until such time as dues and late fees are paid.
- b) **Social Member** – Shall have all same membership qualifications and privileges as a Full Member with the exception of participation in athletics.

- c) **Youth Member** – Shall be open to all persons under 18 years of age. They shall not be entitled to vote or to engage in the management or control of the Organization.
- 2) **Term of Membership** – The term of any membership shall be for a period of one year as specified by Article V part 1..
 - a) **Good Standing** – A Member in good standing has paid annual Membership Dues and is not under disciplinary review.
 - b) **Suspension** – The Board shall have the power to suspend from Organization activities any member of the Organization whose actions are, in the opinion of the Board, prejudicial to the interests of the Organization. Such persons shall have the right to appeal to a Special General Meeting as provided in these Bylaws. Until such time as the Special General Meeting occurs, the member is under Suspension and cannot attend any further Organization activities.
 - c) **Expulsion** – A member may be expelled for cause by a two-thirds ($\frac{2}{3}$) vote of the Board. Any member involved in disciplinary proceedings is entitled to present their defense in accordance with the Board. Such persons shall have the right to appeal to a Special General Meeting as provided in these Bylaws. Until such time as the Special General Meeting occurs, the member is under Expulsion and cannot attend any further Organization activities.
- 3) **Dues** – The annual Membership Dues shall be decided by the Annual General Meeting. Membership Dues are payable on or prior to the start of the Membership Year.
 - a) **Late Fees** – If annual Membership Dues are not paid by required date, the Board reserves the right to add late fee.
 - b) **Refunds** – Annual Membership Dues are non-refundable even in the event of member resignation, suspension, or expulsion.

Article III

Board of Directors

- 1) **Power of Board** – The business and affairs of the Organization shall be under the management of the Board and it shall be the controlling body of the Organization. The Board shall administer the business affairs of the Organization and the property under its control in accordance with Article I specified in the Bylaws and shall have all such administrative powers as may be necessary for properly carrying out the mission and objectives of the Organization.

- 2) **Number of Directors; Eligibility** –The number of directors further may be increased or decreased from time to time by amending these Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. All adult Members in good standing with the Organization shall be eligible for election to the Board.
- 3) **Nominations** – Nominations to serve on the Board shall be by any two Full or Social Members in good standing. Self-nominations will be accepted.
- 4) **Election and Term of Directors** – The Board shall be elected by the Full and Social members in good standing at the Annual General Meeting. The Board shall hold office for a period of one year until the following Annual General Meeting.
 - a) **Re-election** – Exiting Board members can be re-elected to their same position for one additional term.
- 5) **Vacancies** – A Board position left vacant after Annual General Meeting election can be elected by majority club vote at any time during Board Term. A director elected to fill a vacancy shall be elected for the remaining term of his/her predecessor and until his/her successor is elected and qualified.

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- 6) **Removal of Directors** – The Board shall have the power to expel or suspend from Board membership any Director of the Organization whose actions are, in the opinion of the Board, prejudicial to the interests of the Organization. Such persons shall have the right to appeal to a Special General Meeting as provided in these Bylaws. Until such time as the Special General Meeting occurs, the member is under Suspension and cannot attend any further Board activities. Expulsion from the Board requires a majority vote by the Board and occurs immediately upon notice to the member and no refund of dues paid will be provided to the expelled person. It is also permissible for Full or Social Members to request to a Special General Meeting where the continuing Director status of a particular member may be considered (see Section 3.12).
 - 7) **Resignation of Directors** – Except as otherwise required by law, any director may resign at any time by giving written notice to the Board, the Chairperson, or Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. For replacement, refer to Article III, section 5.
 - a) **Absence from Meetings** – Any member of the Board who shall have absented themselves from three consecutive board meetings without reasonable prior explanation, shall be deemed to have resigned from the Board.
 - 8) **Quorum of and Action by the Board** – Five Board members shall constitute a quorum at a meeting for the Board. The affirmative vote of a majority of the directors present at a

meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board.

- 9) **Meetings of the Board** – The Board shall meet at least once each quarter and five shall constitute a quorum at a meeting for the Board.
 - a) **Presiding Over Meeting** – The Chairperson shall preside over all meetings of the Board; in his/her absence, the Vice-Chairperson shall preside. If both the Chairperson and Vice-Chairperson are absent, the Board may elect a member present to preside over the meeting.
- 10) **Waivers of Notice** – A director's attendance at any meeting shall constitute waiver of notice of such meeting, except attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not called or convened lawfully.
- 11) **Informal Action by Directors; Meetings by Conference Telephone** – Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to such action. The written consents shall be filed with the minutes of the Board proceedings. Any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.
- 12) **Subcommittees** – The Board shall have the sole right to appoint subcommittees as required. It shall define the duties of such subcommittees and retain control in all matters and activities that it considers of importance to the general welfare of the Organization, including the disposal of any funds in the hands of such subcommittees.
 - a) **Subcommittee Chairperson** – The Chairperson shall have the power to nominate the Chairperson of such subcommittees.
 - b) **Ex-Officio Members** – The Organization Chairperson and Vice-Chairperson of the Board shall be ex-officio members of all subcommittees.
- 13) **Bylaws. Petitioning the Board** – Each member shall have the right to be heard by the Board upon any complaint or representation sent by him/her in writing to the Secretary.
- 14) **Compensation of Directors** – The Organization shall not pay any compensation to directors for services rendered.
- 15) **Agents and Employees** – The Board by resolution may appoint agents and employees who shall have such authority and perform such duties as prescribed in such resolution. The Board may remove any agent or employee whenever in its judgment the best interest of the Organization will be served.

Article IV

General Meetings

1. **Annual General Meeting** – The Annual General Meeting of the Organization shall be held within the year as arranged by the Board and at such place, within a time as determined by the members and provided for in the notice of the meeting.
 - a. **Business at Annual General Meeting** – The following business shall be transacted at the Annual General Meeting:
 - i. Approval of minutes of previous Annual General Meeting;
 - ii. Annual Report submitted by the Secretary;
 - iii. Financial Statement submitted by Treasurer;
 - iv. Election of officers and members of the Board;
 - v. General Business.
 - b. All motions and nominations must be presented to the Secretary not less than 30 days before the date of the Annual General Meeting.
2. **Special Meetings** – A Special General Meeting of the Organization shall be called by the Secretary within fourteen days, if directed by the Board or requested in writing by not fewer than eight Active/Support adult Members who in their requisition shall state the object of such meeting. No other business shall be transacted at that Special Meeting.
3. **Notice of General, Annual and Special Meetings** – Not fewer than five days of final notice of all general, annual, or special meetings shall be given by the Secretary to all Active/Support adult Members of the Organization. Electric communication is sufficient for notification purposes.
4. **Waivers of Notice** – Whenever any notice is required to be given to any member, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The presence of any member at a meeting, in person, without objection to the lack of notice of such meeting, also shall waive notice by such member.
5. **Place and Time of Meetings** – Meetings of members may be held at reasonable time and place.
6. **Quorum** – Active and Support adult paid members in attendance entitled to vote shall constitute a quorum at a General or Special Meeting of the Organization. The affirmative vote of a majority of the Voting Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

7. **Vote** – All Active and Social Members who are 18 years of age at the time of the Annual General Meeting and in good standing shall be eligible to vote at a General Meeting and voting shall be by a show of hands or by secret ballot at the discretion of such said Members. Each Active/Support adult Paid Member shall have one vote. Voting on all matters may be conducted in person. Whenever any major policy action is to be taken by a vote of the members, it shall be affirmed by a majority of the votes cast at a meeting of members.
8. **Tie Vote** – A Chairperson of a general meeting, Board, or any subcommittee shall, in the event of a tie, have a casting vote in addition to his/her vote as a member.
9. **Presiding Officer and Secretary** – At any meeting of the members, if neither the Chairperson nor Vice-Chairperson, nor a person designated by the Chairperson or the Board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.
10. **Informal Action by Members** – Any action to be taken at a meeting of the members may be taken without a meeting if a written consent, setting forth the action so taken, is signed by the Active adult Members.
11. **Limitations** – Members shall not sell, lend, or otherwise divulge confidential information of the Organization (including but not limited to statistics, studies, reports, and similar information) that the Organization does not make publicly available.

Article V

Miscellaneous

- 1) **Year** – The year for fiscal purposes, board positions, dues and budgets shall commence on the first day after the Annual General Meeting.
- 2) **Organization Colors** – The colors of the Organization shall be Navy Blue, Gold, and White
- 3) **Accounts, Disbursements, Contracts** – The Board by resolution shall establish the Organization's bank accounts and depositories and determine who shall be authorized to disburse funds from such accounts and depositories (i.e., sign checks, drafts, or other such instruments), sign acceptances, notes, or other evidence of indebtedness, enter into contracts, or execute and deliver such other documents and instruments.

4) **Retention of Books and Records** – The Organization shall keep:

- 1) correct and complete books and records of account;
- 2) minutes of the proceedings of the Board, the members and any committee; and
- 3) a record of the names and contact info of the members.

All books and records may be inspected by any Active adult Member, or his agent or attorney, for any proper purpose at any reasonable time. Requests for information shall be made in writing and shall be submitted to the Secretary. All such documentation and books shall be turned over from the outgoing Chairperson to the incoming Chairperson at the Annual General Meeting. In the event of a mid-term resignation, the Chairperson must surrender the documentation and books to the Vice-Chairperson within 10 business days of resignation. The Vice-Chairperson will hold said documentation and books until a new Chairperson is elected to fulfill the term, at which time will turn over all documentation and books to the newly elected Chairperson.

5) **Annual Budget** – Once the budget is approved, the Treasurer may sign checks according to approved budget items. Purchases of items not in the budget need to be approved by the Board.

6) **Amendment of Bylaws** – The Articles may be amended at an annual or special meeting by at least a two-thirds vote of the Active adult Members, present in person, provided that due notice of the proposed amendment shall have been delivered, in person, by e-mail or by mail, to each Active adult Member 30 days or more before the date of the meeting. If the meeting is an annual meeting, the proposed amendment shall be included in the notice of the annual meeting. Members proposing alterations or additions to the By Laws must send notice of the proposed alterations or additions in writing to the Secretary not less than fourteen days before the Annual General Meeting, or may do so by calling a Special Meeting as provided for in the Bylaws. The Board may prepare bylaws for the proper control and management of the Organization, which shall be submitted for ratification to an Annual or Special General Meeting of the Organization. Alterations, deletions or additions to such bylaws may be made only at the following Annual General Meeting or at a Special General Meeting called for that purpose.

7) **Interpretation of Bylaws** – The Board shall be the sole authority for the interpretation of these Bylaws and of any regulations or resolutions made thereunder; and the decision of the Board upon any question of interpretation or upon any matter affecting the Organization and not provided for in these Bylaws or by the regulations or resolutions made thereunder shall be final and binding on the members subject to appeal to a General Meeting, and shall not under any circumstances be subject to appeal to any Court of Law.

- 8) **Indemnification** – Unless otherwise prohibited by law, the Board by resolution may indemnify any current or former director, officer, committee member, agent or employee against any and all expenses (including, but not limited to, counsel fees, costs and disbursements, judgments, fines, penalties and amounts paid as a settlement) and liabilities incurred or imposed in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such director, officer, committee member, agent, or employee; provided that there shall be no indemnification in relation to matters as to which he/she is adjudged to be guilty of a criminal offense or liable to the Organization for damages arising out of his/her own negligence or misconduct in the performance of a duty. The Organization may advance expenses to or, at its expense, undertake the defense of, any director, officer, committee member, agent or employee; provided further that such director, officer, committee member, agent or employee shall undertake to repay or reimburse such expense if it ultimately should be determined that he/she is not entitled to indemnification.

The foregoing indemnification provisions shall apply to claims, actions, suits, or proceedings made or commenced after the adoption of these Bylaws, whether arising from acts or omissions occurring before or after adoption hereof.

- 9) **Insurance** – The Board by resolution may authorize the purchase and maintenance of insurance on behalf of any director, officer, committee member, agent, or employee against any liability asserted against or incurred which arises out of such person's status as a director, officer, committee member, agent or employee or out of acts taken in such capacity, whether or not the Organization would have the power to indemnify the person against that liability under law; provided that the insurance coverage shall not apply if liability arises out of such individual's breach of its fiduciary duties or obligations to the Organization. The Board by resolution may authorize the purchase and maintenance of any additional insurance on behalf of any director, officer, committee member, agent, or employee.

In no case, however, shall the Organization indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as hereafter may be amended ("the Code"). Further, if at any time the Organization is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

- 10) **Loans to Directors and Officers** – No loans shall be made by the Organization to its directors or officers except for official club business. Any director voting for or assenting to the making of such a loan and any officer participating in the making of such a loan shall be jointly and severally liable to the Organization for the amount of the loan until the repayment thereof.

11) **Severability** – If any part of these Bylaws shall be found to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

Adopted by resolution of the Organization's Board of Directors on **August 18, 2018**.

Brian Bland, Club Chair

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