

Folsom Athletic Association
By-Laws

BY-LAWS

FOLSOM ATHLETIC ASSOCIATION, INC.

ARTICLE I

General

Section 1: Name

This organization is incorporated under the General Non-Profit Corporation laws of the State of California, and shall be known as the FOLSOM ATHLETIC ASSOCIATION, INC.

Section 2: Object

FOLSOM ATHLETIC ASSOCIATION, INC. is organized for the following purposes.

- a) The primary purpose is to advance the interest, activity, and participation of its members, and the community in general, in recreational activities of all types.
- b) The specific purposes are:
 - (1) To ensure that the citizens of the Folsom community are provided with an environment where they can learn and participate in a wide variety of sporting activities.
 - (2) To advise ways and means for advancing the interest of the community in recreational activities.
 - (3) To encourage the participation in recreational activities of the members and the public in general and the promotion of recreational activities in the community.
 - (4) To buy, sell, mortgage, lease, and deal in real estate and personal property insofar as may be necessary in conducting the corporation's purposes, subject to provision (c) of this Section.
 - (5) To promote, participate, regulate, and conduct money-raising activities for the purposes stated herein and including the construction and maintenance of recreational facilities and grounds, subject to provision (c) of this Section.

Folsom Athletic Association
By-Laws

- (6) To create and maintain an instrument or trust for the purpose of maintaining and controlling the investment, use, and distribution of funds and monies so realized by the corporation, for the benefit of the corporate purposes stated in this Section.
- c) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of California, including the power to contract, rent, buy, or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
- d) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- e) The Association shall be nonprofit, nonpartisan, and nonsectarian.

ARTICLE II

Membership

Section 1: Eligibility

Any reputable person, over the age of 18 years, association, corporation, partnership, or estate having an interest in the above-recited activities shall be eligible to apply for membership, who either resides in, or is employed in, or owns real property in the City of Folsom. Membership is also open to any others who support the goals of the organization.

Section 2: Application

Folsom Athletic Association
By-Laws

Application for membership shall be in writing, or upon forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II as provided.

Section 3: Dues

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance.

Section 4: Voting

Each member person, firm, association, or corporation shall be entitled to cast one (1) vote at general membership meetings.

Section 5: Termination

- a) Any member may resign from the Association upon written request to the Board of Directors.
- b) Any member shall be expelled by the Board of Directors by two-thirds (2/3) vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- c) Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Association, after notice and opportunity for a hearing, before the Board of Directors of the Association.

Folsom Athletic Association
By-Laws

ARTICLE III

Meetings

Section 1: Fiscal Year

The fiscal year of the Association shall close on December 31 of each year.

Section 2: Annual Meeting

The annual meeting of the Association membership shall be held during the first quarter of each year. The time and place shall be fixed by the Board of Directors and notice thereof provided to each member at least ten (10) days before said meeting.

Section 3: Additional Meetings

- a) General Board meetings of the Association may be called by the President at any time. Notice of special meetings shall be emailed to each member at least five (5) days prior to such meetings.
- b) Emergency Board meetings may be called by the President or upon written application to the Secretary by six (6) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting.
- c) Committee meetings may be called at any time by the President, or by its chairperson.

Folsom Athletic Association
By-Laws

Section 4: Quorum

- a) At any additional General Meetings of the Association, ten percent (10%) of the membership shall constitute a quorum.
- b) At Committee Meetings, a majority shall constitute a quorum.

ARTICLE IV

Board of Directors

Section 1: Board of Directors

- a) The Board of Directors shall be composed of fifteen (15) members. The government and policy-making responsibilities of the Association shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.
- b) Newly-elected Directors shall serve two (2) years. Board members shall serve until their successors have been installed into office.

Section 2: Nominations –

- a) The Directors shall be nominated for election by a Nominating Committee, consisting of three (3) members of the Board of Directors. The President shall designate the Chairman.
- b) The Nominating Committee shall nominate for the Board of Directors as many candidates as are to be elected, all of whom shall have expressed their

Folsom Athletic Association
By-Laws

willingness to serve, and shall email its nominations to the Association members at least twenty (20) days prior to the election.

- c) Any four (4) members of the Association in good standing may present to the Board of Directors the names of additional candidates, proposed by them over their signatures, not less than fifteen (15) days prior to the date of the annual election; and such proposed list shall be mailed to the members by the Secretary at least ten (10) days before the date of election.

Section 3: Election of Directors

- a) Directors shall be elected by the membership. Each member of the Association in good standing being entitled to one (1) vote by secret ballot. (See Quorum).
- b) Directors shall have been elected by the end of the first quarter of each year.
- c) Nominees receiving the highest number of votes shall be declared directors. In the event of a tie vote, the President shall cast the deciding ballot.

Section 4: Vacancies

- a) The office of any Director who shall be absent from three (3) regular consecutive meetings of the Board of Directors may be deemed vacant, at the discretion of the Board of Directors, or by a majority vote of those voting at any meeting thereof.
- b) Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 5: Meetings

Folsom Athletic Association
By-Laws

- a) Directors shall meet at least twice annually at the designated principle office of the corporation, one meeting to coincide with the annual meeting of Association membership in the first quarter of each year, and the second at the time and place to be fixed by the Board of Directors. Special meetings may be called by the President or any six (6) Directors, and such meetings shall be held at the time, place, and hour designated by the person or persons calling the meeting.
- b) Notice of the time and place of meetings shall be set at the initial Board meeting of the year.
- c) 40% of the Board shall constitute a quorum for the transaction of business.
- d) In the absence of a quorum, the Board shall transact no business, except as otherwise expressly provided in these By-Laws, in the Articles of Incorporation, or by law, and the only motion the Board shall entertain is a motion to adjourn.

Section 6: Board Members

- a) In addition to the Directors elected by the general membership of the Association, the Board shall include representatives from local associations (hereinafter called “Board Members”). Said Board Members shall be appointed by their own organization. Said Board Members shall exercise the power to vote on Board decisions as provided for by Article IV.
- b) Local associations requesting representation must submit an application for approval by the Board of Directors.
- c) The application shall include:
 - 1. Name of the organization
 - 2. Function

Folsom Athletic Association
By-Laws

3. Number of people involved; also the number of Folsom residents
4. Names of current officers (including address and phone number)
5. Designated representatives to FAA Board.
6. Agreement to uphold the FAA charter.
7. Agreement to comply with the FAA By Laws.

ARTICLE V

Officers

Section 1: Election of Officers

- a) The Board of Directors at its election during the first quarter, shall nominate and elect from among its present Directors, a President, Vice-President, Treasurer, Secretary, and Computer Ops.
- b) All officers serve for one (1) year term and are voting members of the Board of Directors.

Section 2: President

- a) The President shall preside at all meetings of the Board of Directors, and shall perform all duties incident to his/her office, and shall advise such action as he/she might deem likely to increase the usefulness of the Association. He/she shall be an ex-officio member of all committees.

- b) In his/her absence or inability to act as President, the Vice President shall perform the duties of the President.

Section 3: Vice-President

Folsom Athletic Association
By-Laws

The duties of the Vice-President shall be such as its title by general usage would indicate, and such as required by law, as well as those that may be assigned by the Board of Directors. He/she will also have under his/her immediate jurisdiction all committees pertaining to their general duties.

Section 4: Secretary

- a) The Secretary shall take and record accurate minutes of the proceedings of all minutes of the Association, the Board of Directors, and the Executive Committee; preserve in permanent file, all records and letters of value to the Association and its officers.

- b) The Secretary shall conduct correspondence of the Association and perform other courtesies and duties as prescribed by the President and/or Executive Director.

Section 5: Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Association and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The General Account is subject to checks signed by any two (2) of the following: Treasurer, President, Vice-President, and Executive Director. He/she shall make a full report of the financial condition of the Association from time to time, as may be required by the President or Board of Directors.

Section 6: Executive Director

- a) The Executive Director shall be appointed by the Executive Board and shall serve at the pleasure of the Executive Board.

Folsom Athletic Association
By-Laws

ARTICLE VI

Committees and Divisions

Section 1: Committees and Divisions

- a) The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons and may create such other divisions as will facilitate the work of the organization.
- b) The President, Vice-President, and Executive Director shall be ex-officio members of the committees and divisions.
- c) All committee and division organizations will be subject to, and governed by, these By-Laws.

Section 2: Limitations of Powers

No action by any member, committee, division, employee, Director, or officer shall be binding upon, or constitute an expression of, the policy of the Association until it shall have been approved or ratified by the Board of Directors.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairpersons or, in his/her absence, whom he/she designates from his/her committee as being familiar enough with the issue

Folsom Athletic Association
By-Laws

to give testimony to, or make presentations before, civic, and governmental agencies, rather than members of the staff who may be in attendance.

ARTICLE VII

Finances

Section 1: Funds

All money paid to the Association shall be placed in a general operating account, except that money subscribed or contributed for a specific purpose to be placed in a separate fund for such purpose.

Section 2: Disbursements

No obligation or expense shall be incurred, and no money shall be appropriated or paid, except with regulations adopted by the Board of Directors. The Executive Board has the authority to authorize expenditures up to \$1,000 above normal operating expenses without convening a vote of the Board of Directors.

Section 3: Fiscal Year

The fiscal year of the Association shall close on December 31.

Section 4: Budget

Folsom Athletic Association
By-Laws

At the close of the fiscal year, the Board of Directors shall have compiled a budget of estimated expenses for the current year and shall be submitted by the Board of Directors for its approval at the first regular Board meeting of the new fiscal year.

ARTICLE VIII

Parliamentary Procedure

The proceedings of the Board of Directors and General Membership meetings shall be governed by, and conducted according to, the latest edition of *Roberts' Rules of Order Revised*, except as otherwise provided herein.

ARTICLE IX

Amendments

Section 1: Effective Date of By-Laws

The By-Laws shall become effective immediately on their adoption. Amendments to these By-Laws shall become effective immediately on their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

Section 2: Amendment

Subject to the limitations contained in the Articles of Incorporation of this Corporation and to any provisions of law applicable to the amendment of By-Laws

Folsom Athletic Association
By-Laws

of non-profit corporations, these By-Laws, or any of them, may be altered, amended, or repealed, and new By-Laws adopted as follows:

a) By Directors:

Subject to the power of the members to change or repeal the By-Laws, by the vote of a majority of Directors present at any special or regular meeting of Directors at which a quorum is present, provided that written notice of such meeting and of the intention to change the By-Laws thereat is delivered to each Director at least seven (7) days prior to the date of such meeting, as provided in Article III of these By-Laws. A By-Law fixing or changing the number of Directors may not be adopted, amended, or repealed except as provided in Paragraph (b) below.

b) By Members:

By the vote or written assent of a majority of the members entitled to vote, or the vote of a majority of a quorum at a meeting duly called and noticed for the purpose in accordance with Article III hereof.

Section 3: Certification and Inspection

The By-Laws as amended or otherwise altered to date shall be certified by the Secretary of the corporation and electronically maintained on the FAA website.

ARTICLE X

Miscellaneous

Section 1: Nonliability of Members

No member of this corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

Folsom Athletic Association
By-Laws

Section 2: Construction

As used in these By-Laws:

- a) The present tense includes the past and the future tenses, and the future tense includes the present.
- b) The singular number includes the plural, and the plural number includes the singular.
- c) The word “shall” is mandatory and the word “may” is permissive.

KNOW ALL MEMBERS BY THESE PRESENTS:

That we, the undersigned, being the President and Executive Director of the FOLSOM ATHLETIC ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of California, do hereby certify that the foregoing By-Laws of said corporation are duly adopted on the 8th day of May, 2014.

IN WITNESS WHEREOF, we hereunto subscribe our names:



President