

# **BY-LAWS OF THE CARDINAL CLUB**

## **ARTICLE I**

### **NAME AND PURPOSE**

**Section 1** - The name of this corporation is THE CARDINAL CLUB.

**Section 2** - The CARDINAL CLUB:

The Cardinal Club is a corporation and organized under the laws of the State of California as a non-profit corporation for the purpose of supporting and helping the faculty and students of Santa Cruz High School in all activities which they may undertake with particular emphasis on athletics. This Corporation shall not attempt to function as an advisory unit, nor as a pressure group.

## **ARTICLE II**

### **MEMBERSHIP**

**Section 1** - There shall be the following classes of membership:

- A. Active Individuals who are interested in furthering the purpose of this Corporation through payment of annual dues and participation in Corporation events and projects. All Active Members shall have the right to attend Corporation meetings and to vote and hold office except as hereinafter may be specifically provided for.
- B. Family Memberships of five (5) persons who are interested in furthering the purpose of this Corporation through payment of annual dues and participation in Corporation events and projects. All Active Members shall have the right to attend Corporation meetings and to vote and hold office except as hereinafter may be specifically provided for.
- C. Lifetime Memberships who are interested in furthering the purpose of this Corporation through payment of annual dues and participation in Corporation events and projects. All Active Members shall have the right to attend Corporation meeting and to vote and hold office except as hereinafter may be specifically provided for.

**Section 2** – The Principal, Vice Principal and Athletic Director shall be non-voting, advisory members of the organization.

**Section 3** – The members present at any membership meeting of the organization, provided at least three (3) members are present, shall constitute a quorum for the

transaction of business. In the absence of a quorum the membership may not take action. In the event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

**Section 4** - There shall be at least one general annual meeting of the membership in May at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of twenty (20) or more members in writing to the Executive Board.

### **ARTICLE III**

#### **ORGANIZATION**

**Section 1** - Officers:

The Officers shall consist of a President, Vice-President, Secretary, Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

**Section 2** - The Officers will serve a term of office which shall commence upon the date of election which shall be held at the last regular membership meeting of the current school year and shall terminate upon the next date of the next regular election of Officers or in the event that no election is held, a term of officer shall continue until a successor is elected at the next duly constituted annual meeting. Any Active or Associate Member that is current with his financial obligations to the Cardinal Club is eligible for any of the offices of the corporation.

**Section 3** - A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in January of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor.

**Section 4** - A 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 Executive Board.

**Section 5 - Executive Board:**

In order to conduct business, an Executive Board is hereby established to serve the need of the corporation. The Executive Board, hereinafter referred to as the “Board”, shall consist of the elected Officers of the Corporation. The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

**Section 6** – A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

**Section 7** - Any action required or permitted to be taken at a meeting of the Board (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 8** - Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 9** - Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization’s business are allowed to be reimbursed with documentation in accordance with the organization’s financial policies, and prior approval.

**ARTICLE IV**

## ADMINISTRATION

### **Section 1 - Club Officers, Elective and Appointive:**

- A. PRESIDENT shall be the Chief Executive Officer and member of the Executive Board of the Cardinal Club and shall preside at all meetings of the organization or designate another club officer to preside in his/her place. He/She shall conduct each meeting and shall preside at all meetings of the organization or designate another club officer to preside in this/her place. He/She shall conduct each meeting and shall call special meetings when necessary, and execute the will of the majority in all instances. The President shall present at the last meeting of the school year, a report showing the activities for the preceding year, the amounts of money applied, appropriated or expended during the year and the purposes, object or person to or for which such application, appropriations or expenditures have been made; and the names and addresses of the current membership. A copy of such report shall be filed and entered in the minutes of the last regular meeting of the school year.
- B. VICE-PRESIDENT shall be a member of the Executive Board and act with the authority and the duties of the President in his/her absence and shall act as the representative of the President when so required by he or she.
- C. SECRETARY shall be a member of the Executive Board and keep all records pertaining to the activities of the Cardinal Club, including minutes of regular meetings of the membership and the Board of Directors. They shall be responsible for the publishing of meeting minutes. He/She shall handle the correspondence of the Cardinal Club and the conduct of its business as directed by the President and the Board of Directors.
- D. TREASURER The Treasurer shall be a member of the Executive Board. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be

diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request.

The Treasurer Shall:

- a. Ensure that all funds are timely deposited in the organizations authorized bank accounts.
- b. Ensure that payments and disbursements are authorized by two approvals as evidenced by signature on payment authorizations.
- c. Present a written financial report at each general membership meeting and at other times as requested by the Executive Board.
- d. Maintain financial records and complete or make arrangements for completion of the annual federal and state tax filings and State Attorney Generals Office filing
- e. Turn over all records to the new treasurer.

## **ARTICLE V**

### **MEETINGS OF MEMBERS**

#### **Section 1- Membership:**

- A. **SPECIAL MEETINGS:** When the situation warrants a special meeting, it may be called by the President of the Cardinal Club, a majority of the Board of Directors, or by a petition of the Secretary of the Cardinal Club by signature of ten percent of the currently active membership of the club. The agenda of a special meeting shall be strictly limited to the reasons stated for calling such special meeting. Reasonable notice to all active members shall be required.
- B. **QUORUM TO CONDUCT BUSINESS:** A quorum to conduct the business of the Cardinal Club at a special meeting shall be three (3) members.

C. CONDUCT OF BUSINESS: All meetings shall be conducted according to Roberts Rules of Order.

D. ANNUAL MEETING: The annual meeting shall be the last meeting of the school year at the time and place designated by the President or the Board of Directors. It shall include on the agenda the annual elections of the Officers for the coming year.

**Section 2 – Executive Board Meetings:**

A. REGULAR: The Board of Directors shall meet prior to the regular business meeting of the Cardinal Club at a time and place designated by the President of the Board.

B. SPECIAL: A special meeting of the Board of Directors may be called at any time upon 24-hour notice. A quorum to conduct the business of the Board of Directors shall be three (3) members of the Board of Directors.

**ARTICLE VI**

**RULES AND REGULATIONS**

**Section 1 - Voting:**

All Active Members shall have the right to vote and hold office.

**Section 2 - Banking:**

Corporate funds shall be kept in deposit in a Santa Cruz Bank to be chosen by the Executive Board and all disbursements shall be made by check and shall require the signature of an authorized signer of the Board. All payments will be authorized by two signatures on a disbursement request form.

All checks shall be made payable to an actual existing person or organization. No check payable to “cash” shall be issued. No disbursement shall be made except as authorized by the Board of Directors. All expenditures and obligations shall be confined to those which are necessary and desirable to carry out the purposes of the Corporation as set forth in the Articles of Incorporation and By-Laws.

**ARTICLE VII**

**TROPHIES AND AWARDS**

**Section 1 - Scholarships:**

The Cardinal Club shall present annual individual scholarships to student athletes whom have shown Cardinal spirit as voted upon by the Board and eligible members.

**ARTICLE VIII**

**AMENDMENTS**

The Articles of Incorporation and these By-Laws may be amended, repealed or altered in whole or in part by a majority vote at any meeting of the members, provided notice of the meeting and notice of the proposed changes are given in writing at least thirty (30) days prior to such meeting, and further provided that copies of all proposed amendments are emailed by the Secretary to all Active and Non-voting Members at least fourteen (14) days prior to such meeting.

**ARTICLE IX**

**CERTIFICATION**

I, the undersigned, the duly elected and acting Secretary of this Corporation, do hereby certify:

That the within and foregoing By-Laws were adopted by this Corporation in 2020, and that the same do now constitute the By-Laws of this Corporation.

As Amended on this \_\_\_\_\_ day of \_\_\_\_\_.

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Secretary

Date: