

Constitution and By-Laws

**Valley Regional High School Touchdown Club**

Deep River, Connecticut

April 1979

Amended: May 19, 1981

Amended: 2004

Amended: 2008

## **Constitution of the Valley Regional Touchdown Club**

Article I: Name

Section 1: The name of the organization shall be the Valley Regional Touchdown Club, here and after referred to as the Touchdown Club.

**Article II: Policy**

Section 1: The policy of the Touchdown Club shall be to support the football program at Valley Regional High School by encouraging community interest.

**Article III: Membership**

The membership of the Touchdown Club shall consist of the following:

1. Parents/guardians of all Valley Regional High School football players currently on the roster maintained by the Head Coach;
2. The Football Team coaching staff;
3. Interested members of the community who are granted membership in the club by the current membership;
4. Non-parent membership shall not exceed 1/3 of the regular membership;
5. The Principal and Athletic Director shall be ex-officio members without voting rights.

**Article IV: Government**

Section 1: The governing unit of the Touchdown Club shall be the Board of Directors. The Board of Directors shall be the duly elected Officers, consisting of President, Secretary, Treasurer and outgoing President. They shall be responsible for the custody and management of all funds and property of the Club.

**Article V: Amendments**

Section 1: This Constitution may be amended by a two-thirds vote of the current published membership, provided that a notice and description of the proposed amendment was published in the agenda and minutes of the preceding monthly meeting of the club. Vote may be in person at the next meeting or by absentee ballot.

## **By-Laws of the Valley Regional Touchdown Club**

### **Article I: Meetings**

- Section 1: The Annual Meeting of the Valley Regional Touchdown Club shall be held in the month of January at a place to be designated.
- Section 2: Notice of the Annual Meeting shall be distributed at least ten days prior to the meeting to the current published membership of the club.
- Section 3: There shall be at least five regular meetings per year in addition to the Annual Meeting.
- Section 4: Not less than six members including at least one representative of the coaching staff shall constitute a quorum for the transaction of business at any regular or special meeting. In case a quorum shall not be present at any meeting, a majority of those present may adjourn the meeting to some future time no later than the next month's regular meeting.
- Section 5: The Secretary shall serve notice of adjourned meetings as indicated in Article I, Section 4 in the same manner as herein provided for Annual and Special Meetings.
- Section 6: Special Meetings may be called by the President at any time. The President shall call a Special Meeting whenever so requested by twelve members of the Touchdown Club. Such Special Meetings shall be held at such time and place as the President may determine. Notice of such Special Meeting shall conform to Section 4 of Article 1, and the notice shall specify the object for which the meeting was called.
- Section 7: At all meetings of the Touchdown Club all questions shall be determined by a plurality of the members present. All voting shall be by voice vote. Voting by secret ballot shall be used when called for by a motion passed by the majority of members present at a meeting or when determined by the president.
- Section 8: At all meetings of the Touchdown Club the following order of business shall be observed:
- A. Call to Order
  - B. Report of Secretary
  - C. Report of Treasurer
  - D. Report of Committees
  - E. Unfinished business
  - F. New business
  - G. Coaches Report
  - H. Adjournment

**Article II: Officers**

- Section 1: Governing Unit - The governing unit of the Touchdown Club shall be the Board of Directors. The Board of Directors shall be the duly elected Officers, consisting of President, Secretary, Treasurer and outgoing President. They shall be responsible for the custody and management of all funds and property of the club.
- Section 2: The Officers shall be elected at the Annual Meeting; voting for Officers shall be by ballot.
- Section 3: Term of Office - The Officers shall hold office for one year from the day of their election. No Officer shall be eligible for the same office for more than two consecutive terms.
- Section 4: Removal from Office - Any Officer may be removed from office as a result of failure to fulfill the duties of his office, or for conduct detrimental to the organization.
- Section 5: In case of a vacancy in any office, it may be filled for the unexpired portion of the term by the members at any duly constituted meeting.
- Section 6: No contract which shall involve any expenditure of money in excess of one hundred dollars or more in any year shall be made by the Officers unless the same shall be specially authorized by a vote of the membership, nor are the Officers authorized to borrow money without the like authority.
- Section 7: The President shall preside at all meetings of the organization and shall be an ex-officio member of all committees except the Nomination Committee; and shall perform all other duties of the office.
- Section 8: Deleted Section
- Section 9: The Secretary shall keep an accurate record of all meetings of the organization and shall perform such other duties as may be delegated to him/her. The Secretary shall insure that all notices as required by these By-laws are published in local news publications.
- Section 10: The Treasurer shall receive all money of the Touchdown Club, shall keep an accurate record of the receipts and expenditures, and shall pay out local funds only as directed by the Touchdown Club. The Treasurer shall present a statement of the account at every meeting of the Touchdown Club. The Treasurer shall also present a written financial report for the previous year at the Annual Meeting.

**Article III: Membership**

- Section 1: Parents/guardians of players on the roster maintained by the Head Coach, the Coaching Staff, interested members of the community and the Principal and Athletic Director as ex-officio members without voting rights.
- Section 2: Interested members are granted membership by a quorum vote of members at a regular meeting. Non-parent membership shall not exceed 1/3 of the Parent/guardian membership.

**Article IV: Committees**

- Section 1: The President shall appoint annually, from the membership of the Touchdown Club, a Chairperson for each designated committee.
- Section 2: The President, from time to time, may establish special committees, whose duties, acts, expenses and tenure shall be stated by the President.
- Section 3: Fund Raising - This Committee shall select and complete various fund raising projects for the purpose of financing the objectives of the Touchdown Club. This Committee shall apprise the Treasurer of all its activities and financial status.
- Section 4: Nominating - A Nominating Committee shall be appointed by the President at the November meeting. The duties of the Nominating Committee shall be to present a slate of Officers which shall be voted on at the Annual Meeting.
- Section 5: It shall be the duty of the Chairperson of each of the Committees to submit to the President a written report of their annual activities.
- Section 6: No Chairperson or any Committee Member, shall expend funds or sign any contract unless specifically authorized by the Officers, nor is any Chairperson or any member of a Committee, authorized to borrow money without like authority.

**Article V: Amendments**

- Section 1: These By-laws may be amended by a two-thirds vote of the members present at any duly constituted meeting, provided that published notice of the proposed amendment has appeared in local papers ten days prior to the date of such meeting.
- Section 2: Article 1, Section 4 will be amended to read: Not less than six members (instead of eight) shall constitute a quorum for the transaction of business at

any regular or special meeting. In case a quorum shall not be present at any meeting, a majority of those present may adjourn the meeting to some future time not less than ten days nor more than twenty days.

## **Conflict of Interest Policy**

**Article VI: The purpose of the conflict of interest is to protect this tax exempt organization's (The Touchdown Club, Inc.) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director or might result in a possible excess benefit transaction.**

Section 1: A) Interested Person: Any director, principal officer, or member of the committee with governing board delegated powers, which has a direct or indirect financial interest.

B) Financial Interest: A person has a financial interest if the person has directly or indirectly, through business or investment. 1) An ownership or investment interest in any entity or individual with which this organization has a transaction or arrangement. 2) A compensation arrangement with The Touchdown Club, Inc., or with any entity or individual with which The Touchdown Club Inc. has a transaction or arrangement.

Section 2: Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the purposed transaction or arrangement. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the remaining board or committee members to decide if a conflict of interest exists.

Section 3: Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall reflect the nature of the financial interest, any action taken, the content of the discussion, including any alternatives and record any votes taken.

Section 4: Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: A) Has received a copy of this conflict of interest policy, B) Has read and understands the policy, C) Has agreed to comply with the policy, and D) Understands that The Touchdown Club, Inc. Is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

- Section 5: Periodic Reviews: To ensure that The Touchdown Club, Inc. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall at minimum, include A) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the results of arm's length bargaining. B) Whether partnerships, joint ventures, and arrangements with management organizations conform to The Touchdown Club, Inc.'s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- Section 6: Use of Outside Experts: When conducting the periodic review as provided in Section 5, The Touchdown Club, Inc. may, but not need to, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.