

CONSTITUTION AND BYLAWS of the ROME BRAVES FAN CLUB

ARTICLE I: STRUCTURE

- A. **NAME:** This organization shall be known officially as the Rome Braves Fan Club (RBFC), and shall be the official fan/booster club for the Rome Braves Professional Baseball Team, known as the Rome Braves.
- B. **PURPOSE:** The purpose of the RBFC shall be: (a) to lend moral support to members of the Rome Braves baseball team and their families; (b) to introduce and promote the game of baseball and the RBFC to other individuals; and (c) to provide information, ideas and opportunities to enjoy the game of baseball.
- C. **OPERATION:** The intent of the RBFC is to operate as a private, not-for-profit organization.
- No member of the RBFC shall benefit personally from RBFC revenues.
 - No assets of the RBFC shall be divided among the membership.
 - The fiscal year shall begin October 1 and end September 30.
- D. **DEFINITIONS:** In this Constitution and Bylaws, the term “member” shall be synonymous with the term “voting member.” In this Constitution and Bylaws, the requirement for a “written notice” in any instance shall be interpreted to include electronic notice and such electronic notice shall receive equal priority and preference with any written notice. If an electronic notice shall be sent to a member, it shall substitute for, and be in lieu of, a written notice. However, if a member or voting member shall not have access to an electronic means of receiving notices, such member or voting member shall receive written notice without the necessity of requesting the same; provided he or she has indicated on his or her membership application the absence of a means of receiving electronic notice, or simply failed or neglected to indicate the presence of a means of receiving electronic notice.
- E. **AMENDMENTS** This Constitution and Bylaws may be amended at a regular General Membership, or at any special meeting called for that purpose. The Constitution and Bylaws may be amended by a majority vote of the members present at such meeting, provided notice of the proposed amendment has been given in the call of the meeting and thirty (30) days written notice has been given to the membership. Any member may present a proposed amendment to the bylaws for consideration by the membership under the provisions of this paragraph.
- F. **DISSOLUTION** The RBFC shall continue to exist until dissolved by a vote of three-fourths ($\frac{3}{4}$) of all members present at a special meeting called for the purpose. Written notice of the special meeting to consider dissolution shall be given to all current members at least thirty (30) days in advance of said meeting. Upon dissolution all remaining assets of the RBFC will be transferred to its successor fan/booster club or donated for the advancement of the game of baseball in Rome, Georgia or for any other purpose that is approved by a majority of members. If professional baseball shall cease operations within Rome, the current members, by a vote of a simple majority of all members present in a special called meeting for that purpose, may elect to continue the existence of the RBFC, in anticipation of professional baseball returning to Rome, or to adopt the purpose of advancing the game of baseball in Rome.

ARTICLE II: MEMBERSHIP

- A. **ELIGIBILITY:** Membership in the RBFC shall be extended to any person regardless of age, sex, race, national origin, or religion. Membership may or may not include voting privileges, depending on classification of the membership. Membership will be contingent upon complying with the requirements set forth in these bylaws including, but not limited to, payments of annual dues and continuing adherence to all rules and regulations as set forth in these bylaws.
- B. **CLASSES:** There shall be two classes of membership:
- ACTIVE** membership shall include full voting privileges and may be extended to any individual or family member or so indicates on the membership application. There shall be two types of active membership:
 - Individual membership may be extended to any individual 18 years of age or older. Each individual member shall be entitled to one vote in any matter or question before the active membership of the RBFC.
 - Family membership may be extended to any household of not more than two adults. If more than two adults reside in the same household, the third and subsequent adults may join only as individual members. The two adult members in a family membership shall be each entitled to one vote in any matter or question before the active membership of the RBFC. Minor children under the age of 18 shall enjoy all privileges of membership except for that mentioned in the preceding sentence. When a minor child reaches the age of 18 during the membership year, he or she will retain the privileges of a minor child until the end of the membership year. Should that person reaching the age of 18 desires adult membership upon reaching his or her eighteenth birthday, an application and payment of dues for an individual membership will be accepted.
 - HONORARY** membership candidates shall be submitted to the Board of Directors to be listed on a ballot for approval by the general membership. Honorary members do not have voting privileges and cannot

hold an elected office. These members shall be approved by a simple majority vote of the general membership.

- c. **OTHER CLASSES** of membership or membership privileges may be approved or discontinued from time to time by a majority vote of the general membership.
- C. **APPLICATION:** Application for membership in the RBFC shall be made in writing. All membership applications, mailing lists, and all other lists of member's names, addresses, phone numbers, and any other information contained on the membership application, will be held in strictest confidence, and will be maintained by the Recording Secretary with dues being submitted to the Treasurer.
- D. **PRIVILEGES:** Privileges of active membership in the RBFC shall include, but not be limited to, fund raisers, voting, election to office, appointment to a position deemed necessary by any RBFC officer, and receiving the RBFC newsletter.
- E. **MEMBERSHIP CARD:** Each member of the RBFC shall receive a card attesting to their membership. Said card shall be signed by the President or other designee of the RBFC.
- F. **DUES:** Membership dues shall be determined annually by the Board of Directors and approved by the General Membership. Notice of any action taken by the RBFC with respect to dues and assessments shall be sent to members promptly. Dues shall be for a period of one year commencing October 1 and ending September 30.

ARTICLE III: BOARD OF DIRECTORS

- A. **DEFINITION:** The Board of Directors shall consist of the officers of the RBFC: President, Vice President, Treasurer, Secretary, Braves Liaison and two (2) members-at-large and a representative of the Rome Braves Professional Baseball organization as designated by their management. The term of office for members of the Board of Directors is one year except the members-at-large. The members-at-large will serve a two (2) year term. The representative of the Rome Braves will serve at the leisure of that organization. All elected officials of the Board of Directors may be placed on the slate of officers by the nominating committee to be re-elected for consecutive years in office.
- B. **RESPONSIBILITIES:** The Board of Directors shall supervise the affairs of the RBFC. Each officer, excluding the President, will serve as an ex-officio member of a committee designated by the Board of Directors at any meeting.
 - a. The Board of Directors must approve all expenditures in excess of \$100.00 dollars. All expenditures over \$100.00 must be approved by the membership at a regular General Membership, or at any special meeting called for that purpose.
 - b. The Board of Directors shall meet monthly except January, October and December, and any motion before it shall pass upon the affirmative vote of the majority of its members present. The President shall only vote in the case of a tie.
- C. **PRESIDENT:** The President Shall:
 - a. Provide executive leadership and direction to the RBFC, to the Board of Directors, and to the permanent standing committees;
 - b. Serve as the Chairperson of the Board of Directors;
 - c. Be responsible for the enforcement of the Articles of Incorporation, Constitution and Bylaws, and other rules and regulations of the RBFC, including presiding over the conduct of regular and special meetings and Board of Directors meetings under rules of good order;
 - d. Serve as an ex-officio member of all committees except Nominations/Elections Committee and the Audit Committee;
 - e. Have the power to countersign all contracts, drafts, checks or other papers pertaining to the RBFC; and
 - f. Perform all duties requested by the Board of Directors.
 - g. The President will only vote in the case of a tie
- D. **VICE PRESIDENT:** The Vice President Shall:
 - a. Act for and perform all the duties of the President in the event of his/her absence, and shall perform other duties as requested by the Board of Directors or the President. The Vice-President shall be the ex-officio chair of the Membership Committee;
 - b. Assume the office of the President in the event the office of the President becomes vacant until the end of the current term;
 - c. Have the power to countersign all contracts, drafts, checks or other paper pertaining to the RBFC in the absence of the President; and
 - d. Summarize and present all committee minutes received to the Board of Directors at the monthly meeting and at all general membership meetings.
- E. **TREASURER:** The treasurer shall:
 - a. Be the custodian of the funds of the RBFC. The Treasurer shall have the power to sign all contracts, drafts, checks, or other papers pertaining to the RBFC in the absence of the President or the Vice-President;
 - b. Receive and receipt all monies that may be, or may become due the RBFC, and shall perform other duties as may be directed by the Board of Directors, or the President;

- c. Compile and maintain proper records of the receipt and disbursement of all RBFC funds, and shall prepare and submit proper reports of such receipts a disbursements to the Board of Directors, and to the general membership; and
 - d. Prepare an annual statement of all monies for audit by the Audit Committee.
 - e. Prepare and submit any tax related documents required by the IRS of non-profit organizations.
- F. **SECRETARY:** The Secretary shall:
- a. Keep the minutes of all meetings, regular and special; shall ensure all notices are timely and properly distributed; shall be custodian of the related records of the RBFC; and
 - b. Handle all official correspondence, and immediately make all such correspondence and content known to the President, any appropriate Officer, Director or Committee Chair; and
 - c. Shall assist in maintaining the RomeBravesFanClub.org website and other Internet based communication tools; and
 - d. Perform such functions as may be assigned by the Board of Directors or President
- G. **BRAVES LIAISON:** The Braves Liaison shall:
- a. Act as the liaison between the Rome Braves and the RBFC. As such, the liaison will contact the Rome Braves on matters that need Rome Braves input; and
 - b. Will maintain the Adopt-a-Player assignments on the RomeBravesFanClub.org web site; and
 - c. Shall assist in maintaining the RomeBravesFanClub.org website and other Internet based communication tools; and
 - d. Perform other duties as may be requested by the Board of Directors or the President.
- H. **MEMBERS-AT-LARGE:** Members-At-Large shall:
- a. Perform duties as may be requested by the Board of Directors or the President
- I. **VACANIES:** A member of the Executive Committee who shall be absent from four (4) meetings total or three (3) consecutive meetings of the Board of Directors shall be automatically dropped from membership of the Executive Committee, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.
- a. Vacancies, with the exception of the President, shall be filled by a majority vote of the members present after nominations have been solicited from the floor. The nominations and voting will take place at the next regularly scheduled meeting following the announcement of the vacancy. In the event a vacancy arises within ninety (90) days of the end of a term the President has the authority, at his/her discretion, to appoint a replacement to fill the unexpired term. In the event the President's position becomes vacant the Vice President will immediately fill the position and an election for the Vice President will be held.

ARTICLE IV: COMMITTEES

- A. **PERMANENT:** Permanent committees shall serve the regular and continuing requirements of the RBFC for the duration of any current membership year. Committee chairpersons shall be nominated by the President and confirmed by the Board of Directors upon a vote of two thirds of its members present at the November meeting. All permanent committees shall keep regular minutes of any and all meetings and shall transmit such to the Vice President of the RBFC within twenty (20) days of any meeting. A permanent committee shall be the same as a standing committee.
- B. **PLAYER EVENTS COORDINATOR:** Responsible for planning and coordinating all functions for and in behalf of the RBFC which directly involve the Rome Braves players and coaches. These events may include, but are not limited to: the Goodie Box program, the Meet-n-Greet program, and Welcome Baskets. One Member At-Large board member will serve as chair of this committee. The chair of this committee will solicit members from the general membership to help carry out all player events in a timely and organized manner.
- C. **CLUB EVENTS COORDINATOR:** Responsible for planning and coordinating events which help raise funds for the RBFC and social events for the members of the RBFC. These events may include, but are not limited to: the yearly raffle, season ticket redemption, Christmas celebration, Oktoberfest, tailgates, and travel to Rome Braves road games or other baseball related events. Travel may also be made available to non-members of the RBFC. The chair of this committee will solicit members from the general membership to help carry out all club events in a timely and organized manner.
- D. **AD HOC COMMITTEES:** Ad Hoc Committees may be established by the Board of Directors for satisfying the special needs of the RBFC that may arise from time to time and do not fall within the scope of the permanent committees and their purpose and function.
- E. **NOMINATING:** Shall select qualified members as a slate for elections to the executive offices of the RBFC. This committee shall be the only committee whose function and operation is totally independent of all reporting requirement normally expected and set forth in these bylaws regarding other committees. The President will not be an ex-officio member of this committee, nor shall the President be a member of this committee if he or she is seeking another term as an elected officer. The Nominating committee shall be appointed by the Board of Directors at the July board meeting and shall consist of three (3) members.

ARTICLE V: MEETINGS

- A. **GENERAL MEMBERSHIP:** General Membership meetings will be held at least monthly except January, October, and December. Other meetings may be called as deemed necessary by the President or by a majority vote of the Board of Directors. Members will be notified of meeting dates and locations at least ten (10) days in advance of the general membership meetings. A quorum for any purpose of the fan club, including voting, shall consist of 10% of the active members.
- B. **BOARD OF DIRECTORS:** The Board of Directors will meet monthly except January, October, and December. A majority of elected officers shall constitute a quorum for the Board of Directors meetings.
- C. **SPECIAL** The Board of Directors may call a special meeting, if circumstances warrant. Any member may request a special general membership meeting by presenting a petition signed by twenty (20) members to the Board of Directors. Members will be notified of special meeting dates and locations at least fourteen (14) days in advance of such meeting.
- D. **CHANGES:** All requests for changes in meeting times and dates shall proceed through the President, and shall be approved only upon the majority vote of a quorum of members, as previously defined, at any general membership or special meeting.

ARTICLE VI: ELECTIONS

- A. **NOMINATIONS:** The Nominating Committee shall meet before the regular August membership meeting and decide on a slate of candidates for office; having given thoughtful consideration to the qualifications (i.e. attendance at meetings, participation in functions, willingness to work, ability to get along with others, etc.) of each of the candidates for office. They shall secure the consent of each candidate before placing their name on the ballot.
 - a. At the August general membership meeting the Nominating committee chairperson will present their slate of candidates to the membership. The chair shall then ask for nominations from the floor, office by office. These nominations shall be seconded before being placed on the ballot. Nominations from the floor will remain open until immediately prior to the balloting for each office at the September general meeting. When the nominations for each office have been concluded, the chair will ask for a motion that the nominations for that office be closed. This motion must be seconded and voted upon by the general membership.
 - B. **QUALIFICATIONS:** A candidate for office must be a current member of the RBFC.
 - a. All officers must be at least eighteen (18) years of age before the elections.
 - b. No person may hold more than one elected office at any time.
 - C. **BALLOTING:** Election of officers will be held at the September general membership meeting.
 - a. Elections will be held by secret ballot, office by office. Ballots should contain the office, the candidate's names, area to write in nominees accepted from the floor and instructions for marking the ballots.
 - b. All voters must be at least 18 years of age by Election Day. Family memberships will be allowed no more than two (2) votes, regardless of the ages of the household members.
 - c. The Board of Directors shall be responsible for conducting the election, including verification of eligibility of voting members, counting ballots and final tabulation. The nominee with the majority of the votes cast shall be elected officer. If no nominee shall receive a majority, a runoff ballot will be required between the top two vote getters. When electing the Member-At-Large the top vote recipients needed to fill the open positions will be elected officers. If a tie prevents an open position from being filled a runoff ballot will be required between the affected candidates.
 - d. In case of any dispute of the election results or the conduct of the election, the members of the Board of Directors shall sit as an ad hoc committee. However, no currently sitting elected officer who is seeking another term in any elected office shall sit as a member of this ad hoc committee. The simple majority vote of this committee, to decide any question or dispute before it, shall be the exclusive and final authority of any question or dispute arising from the election.
 - e. The results of the election should be announced before the end of the September general membership meeting. The newly elected officers will be installed in their respective offices as the last order of business at the September general membership meeting and will take office immediately.
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