



**NAPLES AMERICAN HIGH SCHOOL  
ATHLETIC BOOSTER CLUB  
Naples, Italy**

**CONSTITUTION AND BY-LAWS**

**ARTICLE I. NAME**

The name of this organization shall be: The Naples American High School Athletic Booster Club. Within these Bylaws the organization will hereafter be referred to as The Club.

**ARTICLE II. PURPOSE**

The purpose of this organization shall be to promote and provide community support for Naples American High School (NAHS) sports programs by: providing assistance in the acquisition of sports related equipment, promoting community involvement, fostering good sportsmanship with visiting athletes and schools, and providing athletic scholarships to deserving NAHS athletes.

**ARTICLE III. MEMBERSHIP**

Membership is open to all members of the Naples community interested in supporting NAHS athletics.

The NAHS Athletic Booster Club shall not discriminate with regard to race, color, marital status, creed, national origin, lawful political affiliation, labor organization membership, physical handicap or sex.

Membership in the association is by formal club affiliation, through enrollment, individual participation, payment of dues and maintenance of good standing. Membership is in three categories: General Member, Voting Member, and Officer.

Section 1. GENERAL MEMBER. Any person over the age of Eighteen (18), who registers with the Club, pays annual dues, and supports activities of the Club. General members have the right to attend any general membership meeting, or meeting of the Club's Board of Directors.

Section 2. VOTING MEMBER.

- a. General membership does not constitute the right to vote on Club matters.
- b. Board Members are considered voting members.
- c. Each sports team, formally recognized by the Naples American High School, shall have up to two (2) persons to serve as both team representatives and voting members. Team representatives can be the head coach, an assistant coach, but preferably a team parent or guardian. Team Representatives will be eligible to vote on matters brought before the Board only during their team's active season, however participation is encouraged throughout the entire school year.

Section 3. OFFICER. A general member of the Club elected to serve on the Club's board of directors.

Section 4. REMOVAL. Membership with the Club can be terminated for unsportsmanlike behavior or failure to pay annual dues. The decision to terminate membership of a player or family member will be after a majority vote of the Club's Board of Directors.

#### **ARTICLE IV. MEETINGS**

Section 1. ANNUAL MEETING. An annual meeting of the members shall be held during the month of September on a day determined by the Board of Directors for the purpose of electing officers and for the transaction of such other business as may come before the members.

Section 2. MONTHLY MEETINGS. Club Board of Director meetings will be conducted monthly and will be open to the Club's General Membership. Meetings will be regularly scheduled and recorded via monthly meeting minutes. Special meetings will be announced via e-mail or when required by telephone by the Club Secretary, at least one-week prior. Committee meetings will be held as required.

Section 3. SCHEDULING OF REGULAR MEETINGS. Regular meetings of the Board of Directors will be scheduled by the President at such time and place as shall be determined convenient by a majority of Directors. Notices of changes to regular meetings of the Board of Directors shall be given to each Director by the Secretary or his designate personally, or by mail, email or telephone at least seventy-two (72) hours prior to the time named for such a meeting.

Section 4. SCHEDULING OF SPECIAL MEETINGS. The President may call a Special meeting of the Board of Directors with three (3) days notice to each Director, given personally, by email or by telephone. Notice shall state the date, time, place, and purpose of the special meeting. The Secretary may also call special meetings of the Board of Directors in a like manner and on like notice at the written request of three (3) Directors. In the case of an emergency, declared as such by the President of the Club or a majority of board members, notice of a special meeting may be reduced to one day, and be given in person or by telephone. The Secretary will record any successful or unsuccessful contact with board members.

Section 5. QUORUM. A majority of the Board of Directors, fifty-one percent (51%), shall be requisite for, and shall constitute a quorum for, the transaction of business at all meeting of members. No actions by Directors after the membership count has been taken shall destroy a quorum. Decisions by the remaining Directors present at a meeting shall be considered binding. Seasonal team representatives/voting members will not be included for the purpose of establishing a quorum.

Section 6. LACK OF QUORUM. If a quorum is not achieved Directors, who are present, may adjourn the meeting or continue on, however no matters requiring a vote will be undertaken.

Section 7. PROXIES. At all meetings a voting member may by vote by proxy, executed in writing by the member of his or her duly authorized attorney-in-fact. Such proxy shall be filed with the Club Secretary or the President before or at the time of the meeting. Proxies shall only be valid 30 days from their date of execution. Verbal proxies will only be accepted during monthly meetings and will so be recorded in meeting minutes.

Section 8. RULE OF ORDER. Roberts Rules of Order shall govern meetings of voting members and the Board of Directors.

Section 9. ORDER OF BUSINESS. The order of business at meetings shall be as follows:

- a. Counting of the Board of Directors for the purposes of establishing a quorum;
- b. Introduction of guests;
- c. Reading/acceptance of minutes of preceding membership meeting;
- d. Any election of board members and officers
- e. Reports of Officers;
- f. Reports of Committees;
- g. Unfinished business;
- h. New business;
- i. Open Session;
- j. Closing;

Section 10. VOTING RECORD OF MEMBERSHIP. It shall be the duty of the Secretary of the Club to maintain a record of voting members entitled to vote at meetings. Votes taken on matters pertaining to the operation of the Club during Board of Directors meetings will also be recorded. The Secretary will include in the minutes any actions voted upon by the Board of Directors. The record of voting shall include, names, those in favor, opposed, or abstention, on any matter presented before the board.

## **ARTICLE V. BOARD OF DIRECTORS**

Section 1. GENERAL POWERS. The authority to represent, manage, and conduct the business and affairs of the NAHS Athletic Booster Club is vested in the Board of Directors. The Board of Directors shall have the authority to enforce the Bylaws, policies, and Constitution of the Club.

Section 2. RESPONSIBILITIES. The Board of Directors shall adopt Operating Procedures, including rules and standards of conduct, for carrying out the various programs sponsored by the Club. Such rules and standards of conduct shall be harmonious with the avowed purposes of this Club and shall not be inconsistent with this Constitution. Such rules and standards of conduct shall govern and be binding upon all members of the Club.

Section 3. COMPOSITION. The size of the Club's Board of Directors will be set annually during annual membership meeting; however the number of Directors of the Club shall not be less than four (4). The minority of four directors corresponds to the Executive Positions of the Club; President, Vice President, Secretary, and Treasurer. The remaining directors shall occupy positions designated by the President and approved by the Board of Directors for the administration/operation of the Club or be identified as a director at-large.

- a. PRESIDENT. The President shall be the Principal Officer of the Club and shall, in general, supervise and manage all business. The President shall preside at all meetings of the members, appoint members of committees, and vote at meetings only in the event of a tie vote or may waive the right to do so.
- b. VICE PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President; and when so acting, shall have all the authority of and be subject to all the restrictions of the President. In the event of the resignation or removal from office of the President, the Vice-President shall perform the duties of the President for the remainder of the term.
- c. SECRETARY. Will keep a record of all decisions and motions voted upon by the Board of Directors. Record and make available minutes of all General Membership and Board of Director meetings. Ensure that all notices are duly given in accordance with the provisions of these Bylaws.

d. **TREASURER.** Shall keep all records of official business and financial transactions; receive and assume accountability for all Club monies; maintain a checking account for Club monies at a on-base financial institution; pay all legally incurred obligations of the Club; present a written financial report at every regularly (monthly) Club Board meeting or when requested by the General Membership; present the Club financial records for audit as required by Naval Support Activity, Naples, Italy, regulations.

e. **BOARD MEMBER AT LARGE:** Serve as an additional voting Board of Director and may perform any other duties as identified by the Club. The number of Board Members at Large will be established annually as deemed necessary by the Club's Board of Directors.

Section 4. **COMPENSATION.** Board of Directors shall not receive monetary compensation for their services. Members may be indemnified for expenses and costs incurred on behalf of the club, when approved by the Club.

Section 5. **ELECTION OF BOARD OF DIRECTORS.** Directors shall be elected at the annual general membership meeting.

a. Sitting Board members will identify and nominate individuals for election. The compiled list of nominees will be announced and voted upon during the annual General Membership Meeting. A secret ballot will decide those situations where there is more than one candidate for a specific Board Officer position.

b. The terms of members of the Board of Directors shall be one year.

Section 6. **RESIGNATION:** Any Director may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein. Acceptance of the resignation shall not be necessary to make it effective. Any Director, who misses three (3) consecutive meetings of the Board of Directors, without being excused by the President, shall be conclusively deemed to have resigned from the Board of Directors.

Section 7. **REMOVAL.** At any regular or special meeting of the Board of Directors, any one or more of the Directors may be removed with or without cause by a vote of two-thirds (2/3) of the members of the Board of Directors. Any Director whose removal has been proposed shall be given an opportunity to be heard at such a meeting.

Section 8. **VACANCIES.** Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining Directors, even when less than a quorum of the Board of Directors remains. Any Director elected to fill a vacancy shall be elected for the un-expired term of his/her predecessor in office.

## **ARTICLE VI. FINANCIAL**

The NAHS Athletic Booster Club will operate as a non-profit organization. Dues and monies collected will be in furtherance of providing support to NAHS Athletic programs. The NAHS Athletic Booster club is self-sustained, primarily through membership dues, contributions, service charges, and fundraising events.

Section 1. **ANNUAL FEES.** Annual fees will be collected at time of membership. Fees will be set annually by the Board of Directors.

Section 2. **EXECUTION OF INSTRUMENTS.** The Club's Board of Directors shall be responsible for the financial operations of the organization and shall have the power to execute on behalf of and in name

of the organization any deed, contract, bond, debenture, note, or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signatures of two Directors of the Club, one being that of the President, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or member of the organization. Unless so authorized, no officer, Director, or member shall have any power or authority to bind the organization in any way. Final approval authority lies with the Board of Directors. Any contract or agreement executed will be pre-approved by the Board of Directors, or under well-defined exigent circumstances, be later ratified.

Section 4. REPORTS. The Board of Directors, during regular meetings, will be provided written reports and/or statements depicting the organization's financial status and for Board of Director approval.

Section 5. INTERNAL CONTROLS. The Board of Directors will designate, in writing, who may open and/or close bank accounts, write checks, make deposits, and handle cash, on behalf of the organization and communicate same to the Board of Directors. Someone other than the person making deposits and writing checks will reconcile bank statements. Purchases, approval of payment, and payment will be segregated between different organizational officials.

- a. The signature of two members, of which one must be the President, are required for any binding contract or agreement. The Board of Directors will be apprised, as expeditiously as possible, of any contracts or agreements binding the Club for majority ratification.
- b. Individual Directors, except for the Treasurer, are authorized to expend up to \$100.00 on behalf of the Club without prior approval from the Board of Directors. Any non-approved expenditure exceeding \$100.00 is deemed the sole responsibility of the claimant.
- c. In addition to the Treasurer, only individuals designated by the President, in writing and presented to the Board, may sign checks.
- d. All requests for purchase requests shall be in writing. Purchase requisitions will be submitted and reviewed by the Treasurer, prior to the request being fulfilled, in order to insure funding is available and the expenditure is in line with the Club budget. Upon approval purchase requests will then forwarded to the designated Purchasing Agent of the Club.
- e. All invoices shall be delivered to the Club Treasurer. All invoices must be reviewed and verified as to it's appropriateness by the individual receiving the goods and/or services. The Treasurer prepares all cash disbursements and payments based on approved purchase orders and invoices. Two signatures will be required at all times. Upon payment of a bill, a copy of the check or duplicate or stub shall be stapled onto the bill and payment date and check number shall be printed on the invoice. The paid invoices shall be filed alphabetically according to company/individual name and are kept on a fiscal year basis on file.
- f. All requests for reimbursement require submission of a Club reimbursement form. Original receipts must be attached to all requests for reimbursement. The receipts must indicate the amount spent, the item purchased, the date purchased, and the seller's name. Two Directors must sign all reimbursement forms. The President and Treasurer will not sign as approving officials.

Section 6. SCHOLARSHIP FUND. The Board of Directors will annually set the amount of funding available for disbursement as scholarship funds.

- a. Scholarship selection criteria and the selection process will be annually promulgated to all potential candidates. The Club Secretary will retain all scholarship applications and any related documentation or instruments used to select scholarship awardees.

- b. Funds awarded for scholarships will be distributed to recipients in accordance with Naples American High School general scholarship procedures.

#### **ARTICLE VII. LIABILITY**

Members of the NAHS Athletic Booster Club agree to hold harmless and indemnify the United States, the Department of Defense, the Department of the Navy, and any of their agents or sub-units for claims arising from any of the organization's activities.

Members of the NAHS Athletic Booster Club understand that the members are jointly and severally liable for the obligations of the organization. If the organization does not obtain adequate liability insurance, the absence of liability insurance places the members personal assets at risk

The Club, through its members, takes responsibility for complying with local law, any and all international agreements, and all base and pertinent instructions and that failure to do so may result in administrative action against the Club or its members.

#### **ARTICLE VIII. DECISION MAKING PROCESS**

The Club shall carry out its activities in accordance with these By-Laws. Decisions relating to the operation of the Club, to include financial matters, and activities designed to further the Club's goals will be as defined in these Bylaws.

#### **ARTICLE IX. IMPLEMENTATION/ADMENDMENTS**

Section 1. Any member in good standing may submit amendments to the Bylaws to the Board of Directors for approval.

Section 2. The Bylaws of the Club may be amended, repealed, added to, or new Bylaws adopted, by the vote of seventy-five percent (75%) of the members present at the annual meeting or at any other meeting called for that purpose. Members shall be furnished with the proposed amendments to the Bylaws prior to the meeting.

Section 3. Temporary amendments may be instituted by the Board of Directors with a vote of seventy-five of all current Directors, until the next general membership meeting. Final decision on the acceptance or rejection of proposed amendments shall be that of the general membership present at the general membership meeting.

Section 4. **POLICY DOCUMENTS.** Supporting or policy documents promulgating and or further clarifying these bylaws shall be produced as deemed appropriate by the Board of Directors.

- a. Policy documents shall be recorded and published as serialized policy documents, shall remain in effect during the current operating year, defined as the period of time between Club annual meetings. These policy documents shall not be in contradiction to the adopted bylaws and unless incorporated into the bylaws, the methods or procedures acted upon shall be re-certified at each annual meeting as a policy decision.

- b. The President will present policy documents for approval to the Board of Directors. Approval and cancellation of policy documents require a two-third-approval vote of the Board of Directors present at a legal Board of Directors meeting.

## **ARTICLE X. AMENDMENT PROCESS**

This constitution may be amended by a 2/3 vote of the total General membership. Amendments will be introduced to the General Membership during the Annual Membership Meeting.

## **ARTICLE XI. DISESTABLISHMENT**

Disestablishment of the Club will be a 2/3 vote of the Club's Board of Directors.

In the event the Club is disestablished, the Board of Directors will oversee the disbursement of any remaining Club monies, following an audit as per Naval Support Activity instruction, to the Naples Morale Welfare & Recreation (MWR) Youth Sports fund.

## **ARTICLE XII. RATIFICATION**

These bylaws were adopted on 02 September 2008.

Carlos Campos  
President