

# Benton Brigade Hurling Club



## Bylaws

## **Article I. Name and Territorial Limits**

### **I.01 Name**

- (a) The name of this club shall be Benton Brigade Hurling Club (hereafter referred to as “the Club)

### **I.02 Territorial limits**

- (a) Benton County, OR  
(b) Lane County, OR  
(c) Linn County, OR  
(d) Marion County, OR  
(e) Polk County, OR

## **Article II. Purpose**

### **II.01 Purpose**

- (a) Benton Brigade Hurling Club is a non-profit group dedicated to playing and promoting traditional sports from Ireland. The Club provides a framework for athletic teams and provides opportunities for its members to play organized games with other clubs and teams, promote Irish sports, and participate in intra-club competitions. The Club is open to anyone who wishes to participate regardless of race, ancestry, marital status, gender, sexual orientation, age, veteran’s status, political service or affiliation, religion, national origin. The Club has the following goals:
- Hold intra-club hurling league events
  - Participate in intra-club competitions
  - Promote Irish sports in the Pacific Northwest and across the United States.

### **II.02 Nonprofit Status and Exempt Activities Limitation**

- (a) Nonprofit Legal Status: The Benton Brigade Hurling Club is an Oregon non-profit club, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation: Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of the Club shall take any action or carry on any activity by or on behalf of the Club that not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No funds of the Club shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. The Club shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. The Club shall not attempt to influence legislation in any manner.
- (c) Distribution Upon Dissolution: Upon the dissolution of the Club, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets of the Club exclusively for the exempt purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Code, as the Club’s governing body shall determine. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.

## **Article III. Membership**

### **III.01 Privileges of membership**

- (a) All members whose participation meets the requirements set forth in these bylaws, may speak, make motions and vote in general meetings.
- (b) Any member in good standing may serve as a club officer.
- (c) All members are eligible to participate in all functions and events organized by the Club, or in which the Club participates

### **III.02 Admission to membership**

- (a) The club is open to all genders and races at least 15 years of age.

### **III.03 Termination of Club Membership**

- (a) Membership may be terminated by a majority vote of the Club Board of elected officers, with written notification provided to the member within 10 business days of the Board's decision. Dues will not be refunded and any team equipment must be returned, or the member must pay the team for full replacement value of the equipment. Alternatively, a member may terminate their membership by notifying the Board in writing of his/her desire to terminate membership. Such notification will be recognized by the Board immediately upon receipt.

## **Article IV. Board and Officers**

### **IV.01 Elected Board**

- (a) The Board shall be composed of a President, Vice President, Secretary, Treasurer (collectively referred to as the Club's Directors) and up to five (5) additional Officers (collectively referred to as the Club's Officers) as the Club may provide by a majority vote of the Club Board.

### **IV.02 Powers and Duties**

- (a) Board members shall perform the duties provided in these bylaws and such other duties as prescribed for the individual offices by a majority vote of the Club Directors.

### **IV.03 Term of Office**

- (a) Elected Board members shall hold office for 1 year beginning November 1st and ending October 31st or until their successors are elected. There are no term limits.

### **IV.04 Qualification and Election of Directors**

- (a) Qualification: Board members must be members of the Club who have paid their annual membership dues and at least age 18.
- (b) Elections:
  - (i) Election shall be held annually in September or October at the discretion of the Board.
  - (ii) Voting shall be done either through electronic poll or through Club vote at a general meeting at the discretion of the Board.
  - (iii) If voting is done through electronic poll, it must be open for a minimum of a week from when notification is sent to the Club.

### **IV.05 Vacancies**

- (a) In the event of a vacancy, The Board may fill the vacancy for the balance of the term of office.

### **IV.06 Removal from Office**

- (a) A member of the Board may be removed by two-thirds vote of the Board then in office.
- (b) At least 1 week prior to any Board meeting at which a vote on removal, the member of the Board in question shall be notified in writing or electronic communication.
- (c) The member of the Board in question must be given an opportunity to be heard at the meeting before any vote is held.

### **IV.07 Compensation**

- (a) There is no compensation or salary for any role within the Club. Reasonable compensation for expenses incurred in pursuit of Club activities may be made at the discretion of the Club Board and Officers.

### **IV.08 Club Board Meetings**

- (a) There shall be a minimum of six Club Board Meetings per calendar year. Any active member of the Club may attend Club Board Meetings, however voting on business before the Club Board is limited to the Board.

### **IV.09 Manner of Acting**

- (a) Quorum: A majority of the Board in office immediately before a meeting shall constitute a quorum. No business shall be considered by the Board at any meeting in which a quorum is not present.
- (b) Majority Vote: Except as otherwise required by law or by these bylaws, the act made by a simple majority of the Board present at a meeting in which a quorum is present shall be the act of the Board.

- (c) Tie: In the event of a tie, the President (or Vice President in the absence of the President) shall cast the deciding vote.

## **Article V. Committees**

### **V.01 Committees**

- (a) Defined as a group of individuals assigned to supporting certain roles. Club members who want to participate can join or support a committee. The goal is to organize our pool of talent to propel the Club forward. A given committee will be directed by the Board member in charge of that committee. General club members will participate at the discretion of that committee director.
- (b) The Club Board shall determine the necessity and purpose of any active committee.
- (c) Committees may include (but are not limited to) Recruitment, Marketing, Equipment, Scheduling, Social, Promotion, Sponsorship, Merchandising and Fundraising.
- (d) Committees may be asked to report progress to the Club Board on a regular basis.

## **Article VI. Meetings**

### **VI.01 General Meetings**

- (a) These meeting shall be open to all members of the Club and will be used to review the Club's priorities, activities, policies, and any other topics the membership or Board deem necessary.
- (b) The club shall hold at least two general meetings per year at times to be determined by the Board.

### **VI.02 Special Meetings**

- (a) Special meetings shall be called upon the written request of at least three active members of the Club or at the President's discretion.
- (b) The business conducted at a special meeting shall be limited to the topic(s) that are noticed on the call for the meeting.

## **Article VII. Dues and Fees**

### **VII.01 Annual Dues and Fees**

- (a) The annual dues and fees shall be decided by the Club Board and advised to the general members at least 3 months in advance of coming due.

### **VII.02 Fiscal Year**

- (a) The fiscal year shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

## **Article VIII. Bylaw Amendment**

### **VIII.01 Amendment**

- (a) Any amendment or revision of the Club bylaws requires a two-thirds majority vote of the Board present at a regularly scheduled Board meeting at which a quorum is present.
- (b) No amendment shall be made to these bylaws which would cause the Club to cease to qualify as an organization under Section 501(c)(3) of the United States Internal Revenue Code.
- (c) No amendment shall affect the voting rights of any member of the Board.
- (d) No amendment shall affect the voting right of any member of the Club.

## **Article IX. Conflict of Interest Policy**

### **IX.01 Purpose**

- (a) The purpose of the conflict of interest policy is to protect this tax-exempt organization's (the Club's) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an

officer or director of the Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **IX.02 Definitions**

### **(a) Interested Person**

- (i) Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### **(b) Financial Interest**

- (i) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- (ii) An ownership or investment interest in any entity with which the Club has a transaction or arrangement,
- (iii) A compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or
- (iv) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section III, Part 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **IX.03 Procedures**

### **(a) Duty to Disclose**

- (i) 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 proposed transaction or arrangement.

### **(b) Determining Whether a Conflict of Interest Exists**

- (i) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **(c) Procedures for Addressing the Conflict of Interest**

- (i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

### **(d) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.**

### **(e) After exercising due diligence, the governing board or committee shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.**

### **(f) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.**

### **(g) Violations of the Conflicts of Interest Policy**

- (i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **IX.04 Records of Proceedings**

- (a) The minutes of the governing board and all committees with board delegated powers shall contain:
  - (i) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
  - (ii) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **IX.05 Compensation**

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **IX.06 Annual Statements**

- (a) Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
  - (i) Has received a copy of the conflicts of interest policy,
  - (ii) Has read and understands the policy,
  - (iii) Has agreed to comply with the policy, and
  - (iv) Understands the Club 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.

#### **IX.07 Periodic Reviews**

- (a) To ensure the Club 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 a minimum, include the following subjects:
  - (i) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
  - (ii) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Club'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.

#### **IX.08 Use of Outside Experts**

- (a) When conducting the periodic reviews as provided for in Article VII, the Club may, but need not, 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.

## **Article X. Other Policies**

#### **X.01 Non-Discrimination Policy**

- (a) It is the policy of the Club not to discriminate on the basis of race, ancestry, marital status, gender, sexual orientation, age, veteran's status, political service or affiliation, religion, national origin.