

Dana Hills High School 12th Man Club Bylaws

Article I: NAME

The name of the organization shall be the 12th Man Club.

Article II: PURPOSES AND STRUCTURE

The purposes of the organization are:

- A. To establish and promote organizational and financial support and create a positive environment for the football student athletes of Dana Hills High School to succeed in football and academics.
- B. To foster and maintain school spirit among the students, faculty, parents, and community of Dana Hills High School.
- C. To encourage adult support and assistance in promoting the football program of Dana Hills High School.

A copy of these by-laws shall be on file with the Athletic Director and the Principal at Dana Hills High School.

This organization is organized and operated for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The 12th Man Club shall be self-governing, self-supporting, non-commercial, non-sectarian, nonprofit and nonpartisan, and shall seek neither to direct the administrative activities nor to control the policies of Dana Hills High School or the Dana Hills High School Football Team. No part of the net earnings of the 12th Man Club shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that reasonable compensation may be paid for services rendered to or for the organization affecting one or more of its purposes. No member, officer, or private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the 12th Man Club. No substantial part of the activities of the 12th Man Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the 12th Man Club shall not participate in, or intervene in (including the publication of statements) any political campaign on behalf of any candidate for public office.

The 12th Man Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue code and regulations as they now exist or as they may be amended.

The 12th Man Club shall adhere to all Capistrano Unified School District policies and procedures, and to all local, state, and federal laws and regulations which apply to nonprofit organizations.

Article III: MEMBERSHIP

Membership: Membership in this organization is open to any person that (1) is a parent/guardian of a child or children who participate in the Dana Hills High School Football Team, (2) has paid their annual Membership Dues, and (3) adheres to the policies of this organization and agrees to its Bylaws. A maximum of one membership shall be granted to each family unit.

Dana Hills High School 12th Man Club Bylaws

Member Rights and Responsibilities: All Members of the 12th Man Club shall have the right and responsibility to:

- Promptly pay their membership dues
- attend meetings and events sponsored by the organization
- serve on committees and be nominated and elected to the Executive Board
- vote for the Executive Board members, and to participate in any votes called during general meetings
- uphold these Bylaws and the Code of Conduct
- act as exemplary representatives of the Dana Hills community

Article IV: HEAD FOOTBALL COACH

Role of the Head Football Coach: The Head Football Coach shall bear ultimate responsibility for the Dana Hills Football Program and shall be responsible for defining the role of the 12th Man Club. He shall be the focal point of all on and off field policies for all levels of the Dana Hills Football Program.

Duties of the Head Football Coach: The Head Football Coach is responsible for preparing and submitting a budget to the 12th Man Club Executive Board before February 28th of each new year. He shall assist the 12th Man Club in preparing fund-raising activities to cover budgeted expenditures. The budget and fund-raising package including a tentative schedule for fundraising events, shall be finalized by April 1.

The Head Football Coach is not authorized to co-sign checks.

Article V: EXECUTIVE BOARD

Executive Board: The Executive Board, with the full involvement of the Head Football Coach, shall directly or through oversight of delegated authority, exercise all corporate powers of the organization and manage the business affairs of the organization subject to the governing laws and powers herein set forth.

Executive Board Members shall serve for a term of one year or until their successors are elected.

Executive Board Officers: The Executive Board shall elect its Officers from the six Executive Board Members. The Officers of the Executive Board and their respective duties shall be as follows:

President: The President shall prepare the agenda and preside at each meeting, rule on procedures and jurisdiction, summarize voting measures and decisions, authorize payment of all bills with the approval of a majority of the Executive Board Members, regularly meet with the Head Coach and designated Dana Hills High School representatives regarding 12th Man Club activities, regularly meet with the Treasurer to review the 12th Man Club's financial position, schedule annual audit of records or request an audit if the need should arise during the year, and perform any other specific duties as outlined in the bylaws of the organization. The President may co-sign checks on behalf of the 12th Man Club.

Vice-President: The Vice-President shall oversee the formation and function of all committees, recruit committee chairpersons and ensure that event committees fulfill their charters, ensure that committee status reports are presented to the Executive Board on a monthly basis, fulfill

Dana Hills High School 12th Man Club Bylaws

the duties of the President in the absence of the President, and perform other specific duties as outlined in the bylaws of the organization. The Vice-President may co-sign checks.

The Vice-President shall assume the duties of the President for the following year to provide for continuity of leadership, subject to the [Election of Executive Board Officers](#) procedure herein.

Secretary: The Secretary shall record the minutes and all business transacted at each meeting, record attendance of each Executive Board member, maintain a complete and current Minute Book, conduct and report on all correspondence on behalf of the organization, and perform other specific duties as outlined in the bylaws of the organization.

Treasurer: The Treasurer shall deposit and disburse funds in accordance with approved 12th Man Club policies and controls, maintain current financial records of the 12th Man Club, present a financial report for each monthly Executive Board meeting, reconcile all bank statements as received and resolve any discrepancies with the bank, submit corporate reports and filings in a timely manner as required by the State of California, prepare and file federal tax returns and other required information in a timely manner, make available the records of all income and expenditures to all Executive Board Officers and Members upon request, and perform other specific duties as outlined in the bylaws of the organization. The Treasurer may cosign checks.

Executive Board At-Large Members: There shall be two At-Large Members of the Executive Board whose duties shall be to deliberate and vote on matters of importance to the 12th Man Club, and to assume such duties and responsibilities as deemed necessary by the Executive Board.

Election of the Executive Board; Election of Executive Board Officers:

The Executive Board shall consist of six members, elected annually by a vote of the 12th Man Club general members. Persons serving on the Executive Board must be 12th Man Club members in good standing. The general membership shall elect the six Executive Board Members. Following their election, the new Executive Board shall vote on Executive Board Officers.

Elections shall be conducted as follows:

Election of the Executive Board:

The current Executive Board shall appoint a Nominating Committee, consisting of three current members of the Executive Board and two general members, to select nominees for election to the subsequent Executive Board. The Nominating Committee shall report at the October meeting, at which time additional nominations may be made from the floor. The consent of each nominee shall be obtained before his/her name is placed in nomination.

The current Vice President shall be nominated to the Executive Board for the subsequent year. Other Executive Board members may also accept nomination for additional terms while they remain members in good standing.

Election of the six Executive Board members shall be held by ballot at the regular November General meeting. If there is only one candidate for any office, the ballot for that office may be dispensed with and the election held by a voice vote.

Dana Hills High School 12th Man Club Bylaws

The newly elected Executive Board members shall assume their offices on January 1 or immediately following the annual football awards banquet.

Election of Executive Board Officers:

At the first meeting, the new Executive Board shall elect new Officers by vote. The former Vice President shall assume the office of President unless the former Vice President no longer serves on the Executive Board or the office of President is contested by another Executive Board member; in such case the President shall be elected by vote of the Executive Board.

The remaining officers shall be elected by vote of the Executive Board. Each Executive Board member except for the President shall vote on each position. Voting shall be by secret ballot to be counted by the President.

Executive Board Vacancies: In the event of an Executive Board vacancy, such position may be filled by a person appointed by a majority vote of the Officers and Executive Board Members present at any meeting the Executive Board. In the event of two or more Executive Board vacancies, the Head Coach shall call a general meeting to nominate and elect from general members to fill such vacancies for the remainder of the original term of office.

Removal of Executive Board Members: An Executive Board member may be removed from the 12th Man Club for (1) vacating his/her office, missing three or more consecutive meetings, or otherwise neglecting his/her duties without giving prior notice to the other Executive Board Members, (2) violating the Code of Conduct or these Bylaws, (3) violating any local, state or federal laws, or (4) behaving in a manner harmful to the reputation of the 12th Man Club and its members. Removal of an Executive Board member requires approval of the Head Coach and unanimous vote of the remaining Executive Board members.

Other Executive Board Responsibilities. Each member of the Executive Board Officer and At-Large Member shall possess equal voting privilege.

The Officers and At-Large Members Executive Board shall conduct all business, determine the policies of the 12th Man Club, and comply with all laws governing non-profit organizations in the State of California.

Any matters not addressed herein or in conflict with the official governing documents of the organization shall be decided by simple majority vote of the Executive Board Members.

Article VI: STANDING COMMITTEES

The Executive Board shall create such standing committees as may be required to carry on the work of the 12th Man Club. The Vice President shall oversee the formation and function of these committees.

The chairpersons of the standing committees shall be appointed by member(s) of the Executive Board. Approval of chairpersons requires a majority of the Executive Board members.

The term of office for these chairpersons shall be one year, until their successors are appointed, or until their obligation is concluded.

Dana Hills High School 12th Man Club Bylaws

Article VII: MEETINGS

Meetings of the general membership shall be held at the discretion of the Executive Board. There shall be a general meeting held each November to elect the Executive Board members, and at least one additional meeting open to the general membership of the 12th Man Club each year. Such additional general meetings may be held alone or in conjunction with an event sponsored by the organization as determined by the Executive Board.

The Executive Board shall call a general meeting at the written request of twenty or more general members to the Executive Board. The general membership shall be notified at least seven days in advance of any general meeting.

Article VIII: VOTING

All 12th Man Club members in good standing shall be entitled to cast one vote at the general membership meetings. Voting by proxy is not permitted. The President may fix a time limit on speakers and debates on motions, provided that all members wishing to address the meeting receive equal share of the allotted time.

A quorum for conducting business at any general or closed meeting shall consist of a majority of the Executive Board members. In the absence of a quorum, the members may not vote or take action and any matter brought before the membership shall be tabled until a quorum is present. The President or Head Coach may call a special meeting of the Executive Board to address urgent matters.

Article IX: ORDER OF BUSINESS AT A MEETING

The President shall prepare and circulate to the Executive Board an agenda prior to each meeting. Meeting agendas shall follow the general format below:

1. Call to order
2. Minutes of the last meeting
3. Treasurer's report
4. Report from Event Committees
5. Old Business
6. New Business
7. Items from the floor
8. Board vote on funding or special consideration requests
9. Coach's report
10. Adjournment

As the first order of business each year, the Executive Board shall establish and communicate the annual 12th Man Club Membership Dues to the general members.

Article X: CODE OF CONDUCT

Parent Code of Conduct: To further the purposes of the 12th Man Club and to foster a positive environment for Dana Hills High School Football and the Dana Hills community, the 12th Man Club shall hereby adopt a Parent Code of Conduct. All Executive Board members shall read and adhere to the

Dana Hills High School 12th Man Club Bylaws

Parent Code of Conduct and shall also refrain from any actions or activities that impair the reputation or detract from the ongoing operations of the 12th Man Club.

Conflicts of Interest, Disclosure: Executive Board members of the 12th Man Club should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the 12th Man Club. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any Executive Board member competes or appears to compete with the interests of the 12th Man Club. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring Executive Board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

Annual Review: A copy of the Parent Code of Conduct shall be furnished to each new Executive Board member, and this Code of Conduct shall be reviewed annually in its entirety with all Executive Board members.

Article XI: GENERAL PROVISIONS

Compensation: No Executive Board member shall receive compensation for any service he or she may render to the organization. Executive Board members may be reimbursed for actual expenses incurred in the performance of their duties, as permitted by such financial policies then in effect.

Audit of Financial Records: The Head Coach, the Principal, or any member of the Executive Board of the 12th Man Club may request an audit of the financial records. Such audit must be approved by a majority of the Executive Board.

Dissolution: The 12th Man Club shall be dissolved upon written notice of the Head Coach or the Dana Hills High School Principal, or by a unanimous vote of the Executive Board of the 12th Man Club. Upon dissolution, assets of the 12th Man Club shall be distributed exclusively to the Dana Hills High School Dolphin Foundation.

Article XII: AMENDMENTS

These bylaws may be amended by a majority vote of the Executive Board present at a meeting called for that purpose, provided that notice of such meeting and such proposed alterations or amendments to the bylaws are read or distributed to all Executive Board members at least a two-weeks prior to such meeting.