Marist College

Red Fox Booster Club

By-Laws
By Laws of the Marist College Red Fox Booster Club

Article I – Offices

The principal office of the booster club shall be at Marist College in the town of Poughkeepsie, County of Dutchess, State of New York. The Booster club may also have offices at such other places within or without this state as the board may from time to time determine or the business of the booster club may require.

Article II – Purposes

The purpose for which this booster club has been organized is as follows: To promote and encourage interest in the athletic programs of Marist College. To render constructive civic services for the promotion of the welfare of the Marist College community. To inculcate the community consciousness of Marist College by means of active participation in constructive programs which will improve the Marist College athletic programs and the surrounding community.

Article III – Definitions

1. Member

A person, business, group or organization that has either timely paid for a membership in the Red Fox Booster Club or has been named as a member by a business, group or organization that has timely paid for an annual membership. Each person, business, group or organization that timely pays for a membership in the Red Fox Booster Club may name as many members as the Marist College Athletic Department permits based on the membership level purchased by the person, business, group or organization. A member does not have voting privileges in the Red Fox booster club and is not eligible for membership on the Red Fox Booster Club Board of Directors.

2. Designated member

A voting member of the Red Fox booster club. Each person, business, group or organization that timely pays for a membership in the Red Fox Booster Club may designate one person to be the designated member regardless of the level of membership purchased. Only designated members are permitted to vote at the annual membership meeting and only designated members are eligible for election to the Red Fox Club Board of Directors. Any current member of the Board of Directors at the time of the adoption of this by-law may continue to serve as a member of the Board of Directors without regard to their membership status in the Red Fox Club except that each current member of the Board of Directors must remain either a member or designated member during their term of office.
3/19/2013

Article IV – Memberships

1. Qualifications for Membership

Persons who are interested in supporting the booster club purposes and who have become dues paying members or have been designated by a dues paying member as a member.

2. Membership Meetings

The annual membership meeting will be held in June. At this meeting, a full status update of the booster club will be given to the membership by the president. The Nominations Committee will present nominations for the slate of officers and directors for the coming year at the May meeting.

Meetings of the booster club may be called by the directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least 10 days but no more than 50 days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting.

The presence at any membership meeting of not less than thirty three (33) percent of the board of directors shall constitute a quorum and shall be necessary to conduct the business of the booster club; however, a lesser number may adjourn the meeting for a period of not more than five (5) weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the booster club, shall be produced at any meeting of members upon the request, therefore, of any member who has given written notice to the booster club that such request will be made at least 10 days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. Fixing Record Date

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than 50 days prior to any another action.

4. Action by Members without a meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.
Article IV – Memberships (cont.)

5. Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of 11 months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

6. Order of business

The order of business at all meetings of members shall be as follows:

A. Reading of the minutes of the preceding meeting
B. Reports of committees
C. Reports of officers
D. Old and unfinished business
E. New business
F. Good and welfare
G. Adjournment

7. Membership Dues

Membership dues shall be set and from time to time revised by the Board of Directors and Director of Athletics. The term for membership shall start on July 1st each year and expire on June 30th of the following year. A member shall be considered timely if the member has paid the annual dues no later than November 1 of each year.

Article V – Directors

1. Management of the Booster Club

The booster club shall be managed by the Board of Directors which shall consist of not less than 15 not more than 33 members. Each director shall be at least 19 years of age. Each proposed director shall have their qualifications reviewed by the nominating committee, which shall report on its findings to the Board of Directors, prior to the annual meeting of members. It will incumbent on each director to substantially participate in the functions of operating the Red Fox Club. This includes, but is not limited to, fund raising projects, meeting attendance and committee membership. This includes, but is not limited to, fund raising projects, meeting attendance and committee membership.
2. Election and Term of Directors

At each annual meeting of members, the designated members of the booster club shall elect directors as required. The term of directors is three (3) years and there shall be no more than 11 Directors elected at any annual meeting. If a vacancy occurs during the term of a director, the Board of Directors is empowered to fill the unexpired term for the remainder of the term at any meeting of the Board of Directors with proper notice to the directors. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal. If fewer than 33 directors are serving at any time the Board of Directors may fill any vacancy at any meeting of the Board of Directors with at least twenty days notice to the directors. Notice to the directors must be in writing and if such notice appears in the minutes of a meeting of the Board of Directors it shall be deemed proper notice.

3. Removal of Directors

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members. Written declaration of the reason(s) to be signed by three (3) directors to be given to the President for consideration of the Board’s officers. After due process, a majority of said officers must agree to present the case to the Board of Directors at its next regularly scheduled meeting or the declaration will be rejected.

4. Resignation

A director may resign at any time by giving written notice to the board, the president, or the secretary of the booster club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

5. Quorum of Directors

Thirty three (33) percent of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

6. Action of the Board

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

7. Place the Time of Board Meetings

The board may hold its meetings at the office of the booster club or at such other places, either within or without the state, as it may from time to time determine.
Article V – Directors (cont.)

8. Notice of Meetings of the Board, Adjournment

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Monthly meetings are scheduled on the third Thursday of each month. This schedule may be changed at the prior monthly meeting, with the new date distributed with the minutes of that meeting. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three (3) days’ notice to each director either personally, by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two (2) directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of adjournment and, unless such time and place are announced at the meeting to the other directors.

9. Chairman

At all meetings of the board, the president, or in his absence, the vice president, or if he is also absent, a chairman chosen by the board shall preside.

10. Executive and Other Committees

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees. The executive committee shall consist of a chairman, which will be a director and two (2) or more other directors or club members. Each such committee shall serve at the pleasure of the board.

Article VI – Officers

1. Offices, Election, Term

The board may elect or appoint a president; one or more vice presidents, a secretary and a treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the June meeting of the board. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. Removal, Resignation, Salary

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of a death, resignation or removal of an officer, the board, in its discretion, may elect or appoint a successor to fill the un-expired term. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. The salaries of all officers shall be fixed by the board.
3/19/2013

Article VI – Officers (cont.)

3. President

The president shall be the chief executive officer of the booster club; he shall have the general management of the affairs of the booster club and shall see that all orders and resolutions of the board are carried into effect.

4. Vice President

During the absence or disability of the president, the vice president, or if there are more than one, the executive vice president, shall have all the powers and functions of the president. Each vice president shall perform such other duties as the board shall prescribe.

5. Treasurer

The treasurer shall have the care and custody of all of the funds of the booster club, and shall promptly remit said funds to the financial officer of Marist College; he shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the booster club, when countersigned by the president; he shall also be responsible for requesting from Marist all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors; he shall, at all reasonable times, exhibit his books and accounts to any director of member of the booster club upon application at the office of the booster club during ordinary business hours. At the end of each fiscal year, Marist College shall comply with NCAA regulation 6.2.3.1 calling for an independent audit of the accounts of the booster club by a qualified auditor, who is not a staff member of the institution and is selected either by the institution’s CEO or by an institutional administrator, from outside of the athletic department, designated by the CEO. The audit report for the fiscal year shall be presented to the CEO upon its completion, which will be no later than the end of the institution’s next fiscal year. At that time the report shall be presented to the directors of the club setting forth, in full, the financial conditions of the booster club. The treasurer shall also keep a record of all business transactions of a financial nature conducted by the booster club, especially any transactions which will cause payments from the booster club funds. This will be done in order to have a complete accounting of all encumbered funds prior to their actual dispersal.

6. Assistant Treasurer

During the absence or disability of the treasurer, the assistant treasurer, or if there are more than one (1), the one designated by the secretary or by the board, shall have the powers and functions of the treasurer.

7. Secretary

The secretary shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the booster club, showing their place of residence and the time when they became members.
Article VI – Officers (cont.)

8. Recording Secretary

The recording secretary shall be appointed by the president. He shall keep the minutes of the meetings of the Board of Directors and all the minutes of the membership meetings. The recording secretary shall attend to the giving and serving of all notices of the booster club and shall charge of the such books and papers as the Board of Directors may direct; and shall perform all the duties incidental to his office. During the absence or disability of the secretary, the recording secretary shall have all the powers and functions of the secretary.

9. Property, Sureties and Bonds

In case the board shall so require, any officer or agent of the booster club shall execute to the booster club a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the booster club and including responsibility for negligence and for the accounting for all property, funds or securities of the booster club which may come into his hands.

Article VII – NCAA Compliance

1. Rules Compliance

All representatives of the booster club are expected to obtain full knowledge of and abide by the NCAA rules, especially for the following excerpts:

6.4 RESPONSIBILITY FOR ACTIONS OF OUTSIDE ENTITIES

6.4.1 INDEPENDENT AGENCIES OR ORGANIZATIONS.

An institution’s “responsibility” for the conduct of its intercollegiate athletics program shall include responsibility for the acts of an independent agency or organization when a member of the institution’s executive or athletics administration, or an athletics department staff member, has knowledge that such agency or organization is promotion the institution’s intercollegiate athletics program.
Article VII – NCAA Compliance (cont.)

6.4.2 REPRESENTATIVES OF ATHLETICS INTERESTS.

An institution’s “responsibility” for the conduct of its intercollegiate athletics program shall include responsibility for the acts of an independent agency or organization when a member of the institution’s executive or athletics administration has knowledge or should have knowledge that such an individual:

a) Has participated in or is a member of an agency or organization as described in 6.4.1.

b) Has made financial contributions to the athletics department or to an athletics booster organization of that institution,

c) Has been requested by the athletics department staff to assist in the recruitment of prospective student-athletes or is assisting in the recruitment of prospective students-athletes,

d) Has assisted or is assisting in providing benefits to enrolled student-athletes, or

e) Is otherwise involved in promoting the institution’s athletics program.

6.4.2.1 RETENTION OF IDENTITY AS “REPRESENTATIVE”.

Any individual participating in the activities set forth in 6.4.3. shall be considered as “representative of the institution’s athletics interest”, and once so identified as a representative, it is presumed the person retains that identity.

13.02.10 REPRESENTATIVE OF ATHLETICS INTERESTS.

A “representative of the institutions athletics interests” is an individual who is known (or who should have been known) by a member of the institution’s executive or athletics administration:

a) Have participated in or to be a member of an agency or organization promoting the institution’s intercollegiate athletics program;

b) Have made financial contributions to the athletics department or to an athletics booster organization of that institution;

c) Be assisting or to have been requested (by the athletics department staff) to assist in the recruitment of prospects;

d) Be assisting or to have assisted in providing benefits to enrolled student-athletes or their families or

e) Have been involved otherwise in promoting the institution’s athletics program.

13.02.10.1 Once an individual is identified as such a representative, that person retains that identity indefinitely.

2. Rules Changes

The institution’s NCAA compliance officer will make a presentation on the rules at the September meeting of the booster club.
The Athletic Director will update the board of directors on any applicable rules changes on an ongoing basis.

Article VIII – Amendments

The By-Laws may be adopted, amended or repealed by a majority of the current Board of Directors during the March or September meetings. Changes must be submitted in writing, at the prior monthly meeting and read to the board at that time. A copy of any such proposed changes will also be distributed with the minutes of the meeting at least ten days prior to being voted on. Any approved amendments will be recorded by the secretary for inclusion into the amendments section of the by-laws.

Amendment I Committees (approved at the September 1993 meeting)

1. General Commission

   Each committee is commissioned by, and responsible to the Board of Directors to assume the primary relationship to matters pertaining to the Red Fox Club’s development, within the framework of the Red Fox Club’s by-laws and general policies and objectives.

2. Appointment and Composition

   Appointment of the chairperson of each committee is made on an annual basis by the President of the Board of Directors, with the approval of the Board of Directors. The chairperson of each committee shall be a member of the Board of Directors. Each committee shall consist of not less than three members, and as many other members as it deems necessary. Vacancies in each committee may be filled at any time by appointment of the chairperson, subject to the approval of the board.

3. Responsibilities

   a. To formulate a policy on all phases of the committee as it pertains to the Red Fox Club, subject to adoption by the Board of Directors.
   b. To provide coordination with Marist College and its staff as necessary.
   c. To cooperate with other committees of the Red Fox Club.
   d. To prepare and review the committee’s annual budget.
   e. To appeal to the Board of Director’s on matters affecting the policy or authority vested in the committee.
   f. To report monthly to the Board of Directors, the results, progress, and concerns of the committee.
   g. To review annually, the objectives and practices of the committee.

4. Definition of a Board Committee

   1. The work of the Red Fox Club Board of Directors is primarily accomplished through committees, which are appointed by the President of the Board.
   2. A committee is a group of volunteers or appointees commissioned by the Board through its President to perform specific tasks within given areas of responsibility.
   3. There are two kinds of committees:
a. Standing Committees – These groups are identified as ongoing committees to meet on a continuing basis and to carry reoccurring responsibilities.

b. Ad Hoc Committees – These groups are appointed for short-term or temporary assignments. They may be called special committees. Ad Hoc committees are given specific assignments with a specific time period for work achievement.

Amendment I Committees (cont.)

4. Standing Committees of the Red Fox Booster Club shall be:
   a. Events (includes the Red Fox Den, Barbecue, Golf, Shoot-out)
   b. Executive
   c. Finance
   d. Liaison
   e. Membership
   f. Nominating
   g. By-Laws/Judiciary
   h. Website

5. Effective Committees Help the Board

   1. They relieve the board meeting of many routine matters when handling responsibility.
   2. They maximize the opportunities for use of board member resources and involvement through detailed work on important tasks.
   3. They provide the board the opportunity to use the resources of non-board members since committees are not limited to board members.
   4. They broaden the base of awareness of the Red Fox Club’s work and increase the support of the implementation of the board’s actions.
   5. They improve the quality of policy formulation and problem solving recommendations when a small group can focus on careful and detailed consideration of data, issues and alternatives.
   6. They provide a training ground for future leaders of the organization.
   7. They provide for a better communication and information sharing between the board, staff, and community.
   8. They provide a better opportunity for board members to get to know the college staff and for an appropriate involvement of various levels of the staff in decision-making.
   9. They become advocates for their specific area before the board and within the organization and community.

6. Specific Actions of Committees

   1. To clarify purposes.
   2. Set goals
   3. Agree on methods of achieving purposes.
   4. Review reports and make studies of all aspects of their area of responsibility.
   5. Recommend priorities to the board.
   6. Recommend policies to the board.
   7. Adopt standards for operation of various parts of the Red Fox Club.
   8. Counsel with the college staff.
   9. Request appropriations in budget for special needs.
10. Submit to the board requests for equipment, facilities, or other needs for their area of responsibility.
11. Adopt special projects.
Amendment I Committees (cont.)

7. Committee Commissions

1. A commission is a concise written document prepared by the Board President to guide the work of the committee. The committee may also suggest to the Board President, other guidelines for its work.

2. A commission includes:
   a. Designated responsibilities for the committee.
   b. Lines of authority and responsibility
   c. Specific duties.
   d. A time frame
   e. A way for reporting.
   f. The number of members.

3. The by-laws of the Red Fox Club will generally define the broad area of responsibility for standing committees.

Amendment II Media Relations

It shall be the Marist Athletics Department's responsibility to release any Red Fox Club information to the news media (including but not limited to the press, radio, television and social media). No member of the Red Fox Club shall release any information. Committee chairs are able to communicate with media regarding the promotion of an upcoming Red Fox Club event for which they are the chair, provided the interview is approved and coordinated by the Marist Athletics Department.

Amendment III--- Awards and Recognition

The Executive Board has the authority to review and recommend AWARDS and RECOGNITION. A prospective candidates name can be recommended by any Board member to the Executive Board for consideration. The Executive Board will review and discuss the recommendation and determine if the name should be presented to the Red Fox Club Board of Directors. A vote of 4 of 5 Executive Board members is needed to present to the full Board. An affirmation vote of 2/3 approval of the Entire Board, not 2/3 quorum is required.

Criteria:
- Direct Impact on the Red Fox Club
- Support of Red Fox Club Activities
- Need not be a Red Fox Club Member
- Longevity is not a criteria
- Not based on monetary contribution

Recognition:
- Recognized at an event with maximum exposure, and
- Block ‘M’ in glass, or
- Plaque, or
- Banner hanging in GYM or RFC bar area, and
- Reception
Amendment IV- Honorary & Emeriti Board of Directors
The Red Fox Club reserves the right to add Honorary and Emeriti members to the Board of Directors
An Emeritus Director is a former Board of Directors member who is invited to be on the board as a nonvoting member in an advisory capacity. This is an honorific title in recognition of the member’s active participation or continuing strong interest in the organization. This title will have a lifetime duration or until the person requests that they be removed.

Name submitted to the Executive Board by any member of the Board of Directors

Executive Board will review recommendation and determine by 4/5 vote to consider presenting name to entire board.

Executive Board will then present name to Board of Directors for consideration. If Board agrees, with 2/3 approval of the Entire Board, not 2/3 quorum, a member of the Executive Board will then approach the nominee to see if they are receptive to the nomination.

If so, the vote of the Board of Directors is enacted.

An Honorary Director has a similar status as the Emeritus Director, but may be a distinguished outsider, non-Red Fox Club Member, whose affiliation with the Board of Directors would be a welcome addition. This person would need to show an interest in the Red Fox Club and able to assist the Red Fox Club in supporting Marist College Athletics.

Any member the Red Fox Club Board of Directors can present the name of a nominee to the Executive Board.

The Executive Board will review the recommendation and determine by 4/5 vote whether to present nominee to entire Board of Directors

Board of Directors will discuss and by 2/3 approval of entire Board, not 2/3 quorum, determine whether to designate the status of Honorary Board Member to the nominee.

The length of the designation will be 3 years, and subject for renewal after Board of Directors discussion and an affirmation vote of 2/3 of the entire Board.

If the Board of Directors approves the nominee, a member of the Executive Board will approach the nominee to see if they are receptive to the nomination.

If so, the vote of the Board of Directors will be enacted beginning the three-year term.
Both titles are not automatic and will be granted sparingly.