

# Rutherford County Sports Hall of Fame Nonprofit Corporate Bylaws

## ARTICLE I

### *Purpose/Name*

*1.1 Purpose.* The Rutherford County Sports Hall of Fame is established to provide a means to recognize the extraordinary efforts and achievements of athletes, coaches, teams and contributors throughout Rutherford County.

*1.2 Name.* The name of this organization shall be called the “Rutherford County Sports Hall of Fame.”

## ARTICLE II

### *Offices*

*2.1 Principal Office.* The principal office of the Corporation has not been determined.

*2.2 Registered Office.* The registered office of the Corporation required by law to be maintained in the State of North Carolina and is located at; Post Office Box 1815, Forest City, NC 28043.

*2.3 Other Offices.* The Corporation may have offices at such other places, either within or without the State of North Carolina as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

## ARTICLE III

### *Board of Directors*

*3.1 General Powers.* The business and affairs of the Corporation shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the powers of the Corporation shall be vested in the Board of Directors.

*3.2 Number, Term, and Qualifications.* The number of members constituting the Board of Directors shall be a minimum of 5 (five) and a maximum of 14 (fourteen). Each director shall hold office until his resignation, retirement, removal, disqualification, or death. Directors need not be residents of the State of North Carolina. Individuals serving on the Board of Directors having a conflict of interest or such relationship, shall not hold any office, as to maintain the corporation, integrity and public trust.

*3.3 Election of Directors.* The initial Director or Directors shall be appointed by the Incorporator of the Corporation. At any time thereafter, Directors shall be elected at any annual or special meeting of the Board of Directors by a vote of the majority of the directors then in office. The election of directors shall be a part of the order of business at each annual meeting of the Board of Directors. Each director shall hold office until his successor is elected and qualifies.

*3.4 Removal.* Directors may be removed from office, and members from general membership, at any time with or without cause by the directors by such vote as would be required to elect a member of the Board of Directors.

*3.5 Vacancies.* Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term until his resignation, retirement, removal, disqualification, or death.

*3.6 Chairman of the Board.* There shall be a Chairman and Vice-Chairman or Co-Chairs of the Board of Directors elected by the directors from their numbers at any meeting of the Board of Directors. The Chairman, or in his absences the Vice-Chairman or Co-Chairs, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. The Chairman and Vice Chairman or Co-Chairs shall be officers of the Corporation.

*3.7 Compensation.* There is no compensation for board members and directors for their position within the Corporation. This shall not preclude directors from serving the Corporation in other capacities and receiving compensation for such other services.

*3.8 Advisory Board.* The Board of Directors may adopt an advisory committee to assist the board. The advisory members are not compensated and is a voluntary basis commitment.

Advisory members have no voting power. Sub-committees may be used as well at the discretion of the Board on a voluntary basis.

3.9 *Diversity*. The Board of Directors and Advisory Council should consist of a diverse population. Diversity to include age, race, careers, gender and schools attended.

#### **ARTICLE IV** *Meetings of Directors*

4.1 *Annual Meetings*. The annual meeting of the Board of Directors shall be held the fall of the calendar year for the purpose of electing directors and officers of the Corporation and for the transaction of any other business properly before the Board of Directors. The date, time, and location will be determined by board members. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

4.2 *Special Meetings*. Special meetings of the Board of Directors may be called by or at the request of the Chairman, Vice-Chairman, or Co-Chairs.

4.3 *Place of Meetings*. The annual or any regular board meetings of the Board of Directors may be held at the principal office of the Corporation or at such other places within Rutherford County, NC, as shall be designated in the notice of the meeting.

4.4 *Notice of Meetings*. The Secretary shall give notice of each annual meeting of the Board of Directors by email to each director at least twelve days before the meeting. The Chairman or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Secretary to give notice) by email to each director at least three days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.

4.5 *Waiver of Notice.* Any director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary with the corporate records as part of the minutes of the meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 *Quorum.* A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

4.7 *Manner of Acting.* Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.8 *Presumption of Assent.* A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting business at the meeting or his dissent is otherwise entered in the minutes of the meeting, or unless he either files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent is not available to a director who voted in favor of such action.

4.9 *Informal Action by Directors.* Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

4.10 *Participation by Telephone.* Anyone or more directors may participate in a meeting of the Board of Directors by means of a conference call or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

## ARTICLE V

### *Officers*

5.1 *Officers of the Corporation.* The officers of the Corporation may consist of a Chairman, a Vice-Chairman, Co-Chairs, a Secretary, and a Treasurer. Other officers, including but not limited to Vice-Presidents, may be elected from time to time by the Board of Directors. Any two or more offices may be held by the same person. Individual serving as an officer as appointed by Board of Directors, shall not have a conflict of interest or such relationship, shall not hold any office, as to maintain the corporation integrity and public trust.

5.2 *Election and term.* The officers of the Corporation shall be elected by the Board of Directors, and each officer shall hold office until resignation, retirement, removal, disqualification, death or until his successor shall have been elected and qualified, or fulfills the term of office as approved by the Board of Directors.

5.3 *Removal.* Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation will be served thereby.

5.4 *Co-Chairs or Chairman.* The Co-Chairs, or Chairman shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board of Directors. They shall have authority over the general management of the Corporations in accordance with these Bylaws, subject only to the ultimate authority of the Board of Directors. They may sign and execute instruments in the name of the Corporation except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, other duties as from time to time may be assigned to them by the Board of Directors.

5.5 *Secretary.* The Secretary shall keep the minutes of the meetings of the Board of Directors. He/She shall keep all minutes of all such meetings in books designated for those purposes. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law. He/She shall have charge of the books, records, and papers of the Corporation. He/She shall have custody of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized, and shall sign such instruments as may require his signature. He/She shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman, by the Board of Directors, or by theses Bylaws.

5.6 *Treasurer.* The Treasurer shall have charge of and be responsible for all funds and securities, receipts, and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors, provided that the Board of Directors may appoint a custodian or depository for any such funds or securities, and the Board of Directors may designate those persons upon whose signature or authority such funds may be disbursed.

5.7 *Validity of Signatures.* In case any person whose signature shall appear on any bond, note, or other evidence of indebtedness of the Corporation shall cease to be an officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if he had remained in such office until such delivery.

5.8 *Compensation.* There is no compensation for officers within the Corporation. Expenses can be reimbursed

## **ARTICLE VI** *Indebtedness*

No indebtedness of the Corporation in excess of \$5,000 (five thousand dollars) shall be incurred other than in the normal course of business, except as may be approved by resolution adopted by a majority of the directors in office.

Any or all of such indebtedness may be represented by notes, debentures, bonds, or other securities, either unsecured or secured by, or issued under, a mortgage, trust indenture, or otherwise, and may be issued at such times and upon such terms as the Board of Directors shall determine.

## **ARTICLE VII** *Contracts, Loans, Checks, and Deposits*

7.1 *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 *Loans.* No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.3 *Checks and Drafts.* All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by two directors, officers, or agents of the Corporation and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.

7.4 *Deposits and Receipts.* All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select. All deposits, or other orders for the payment of money, issued to the Corporation, shall be signed by two directors, officers, or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

## **ARTICLE VIII**

### *General Provisions*

8.1 *Seal.* The corporate seal of the Corporation shall contain the name of the Corporation and shall be in such form as approved by the Board of Directors.

8.2 *Waiver of Notice.* Whenever any notice is required to be given to any director by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director or directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

8.3 *Indemnification.* The Corporation shall indemnify its officers and directors to the maximum extent required or permitted by Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such officers and directors shall be deemed to have relied upon this Part.

8.4 *Fiscal Year.* The fiscal year of the Corporation shall January 1 – December 31.

8.5 *Amendments of Bylaws.* Except as otherwise provided by law, the Articles of Incorporation and herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any annual or special meeting of the Board of Directors; provided however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

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**ARTICLE IX**  
*Voting for Induction*

9.1 *Votes.* All votes must be majority rule 60% for a nominee's induction into the Hall of Fame. All board members may vote by voice or written ballot as directed by the Chairperson. Board members absent during voting will be able to cast their vote.

**ARTICLE X**  
*Eligibility Criteria for Hall of Fame Nomination*

10.1 *Eligibility.* The nominee must be a native, resident, or non-resident of Rutherford County, NC who have played or contributed to a sport in Rutherford County or elsewhere.

10.2 The nominee must have made an outstanding contribution to his or her sport(s) or service. Typically, this may include the attainment of All-Conference honors, Regional honors, All-County, All-State honors, Athlete/Coach of the Year, player/coach statistics, professional playing career and Hall of Fame inductions.

10.3 The nominee must exemplify good character and worthy of being emulated.



10.4 Nominees shall be considered without discrimination on the basis of race, color, religion, gender, age, handicap or national origin.

10.5 Candidates will become eligible for nomination ten years after high school.

10.6 Coaching candidates will become eligible for nomination any time after retirement.

10.7 Must submit a completed nomination form.

## **ARTICLE XI**

### *Nomination Process*

11.1 *Nominations.* A nomination form must be completely filled out and submitted to the Board. The name of the person making the nomination is required.

11.2 *Submission.* Nomination forms can be submitted via mail, drop-off, or email. Text messaging is not an acceptable method.

11.3 *Calendar Timeline.* Nominations within the calendar year may vary. The initial start up is at the discretion of the Board and must have a minimum of 60 days notice. After the completion of the Charter Members the nomination process should be made available for the next calendar year.

11.4 *Forms.* The nomination forms will be kept on file. By keeping nominations, the selection committee will be able to reconsider worthy people who were not selected previously.

11.5 *Total Induction Numbers.* The total number of inductees within the annual has no minimum and no maximum number at discretion of the board

**ARTICLE XII**

*Solicitation for Nominations*

12.1 *Solicitation.* Notices that the nominations are open to select new inductees will include but not limited to local newspapers, local schools & athletic departments, sporting events, bulletin boards, social media, and other. Once our website is completed we will post the information online. Board members will attempt to use every possible avenue to reach alumni, former coaches, family & friends.

**ARTICLE XIII**

*Notification of Sports Hall of Fame Inductees*

13.1 *Notification.* Those who have been selected by the Board of Directors or selection committee into the Sports Hall of Fame will be notified by the Selection Committee concerning the details of the date and ceremony for their induction. Only those who have been selected will be notified. If the inductee is deceased, every reasonable efforts will be made to notify family & relatives about the induction.

**ARTICLE XIV**

*Removal from the Sports Hall of Fame*

14.1 *Removal.* Individuals cannot be removed from the Sports Hall of Fame.

**ARTICLE XV**

*Site Facility of Sports Hall of Fame*

15.1 *Facility.* Once a site for the Rutherford County Sports Hall of Fame is established, all memorabilia must be approved by the Board of Directors or designated committee.

**ARTICLE XVI**

*Dissolution Clause*

16.1 Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or state or local government, for a public purpose.

***ADOPTED, February 9, 2017***

***APPROVED, March 2, 2017 - Rutherford County Sports Hall of Fame Board of Directors***

***REVISE approved, February 21<sup>st</sup>, 2019***

