

The Medalist Club
Bylaws of
The Medalist Club
An Alabama Nonprofit Corporation

Version: 3.0
Revised 4/29/2018

Table of Contents

1 Article I – Offices	2
1.1 Principal Office	2
1.2 Other Offices	2
2 Article II – Name and Objectives	2
2.1 Name	2
2.2 Objectives.....	2
3 Article III – Seal	3
4 Article IV – Board of Directors	3
4.1 General Powers	3
4.2 Number, Tenure and Qualifications	3
4.3 Regular Meetings	4
4.4 Special Meetings	4
4.5 Notice	4
4.6 Quorum	4
4.7 Manner of Acting	5
4.8 Vacancies	5
4.9 Compensation	5
4.10 Informal Action by Directors	5
4.11 Removal of a Director	5
5 Article V – Officers	5
5.1 Officers	5
5.2 Election of Officers	5
5.3 President	6
5.4 President-Elect	6
5.5 President Ex-Officio.....	6
5.6 Treasurer	6
5.7 Membership Chair.....	6
5.8 Secretary.....	7
6 Article VI – Membership	7
6.1 Members.....	7
6.2 Eligibility.....	7
6.3 Honorary Members	7
6.4 Transference	8
7 Article VII – Contracts, Checks, Deposits and Funds	8
7.1 Contracts	8
7.2 Checks, Drafts, etc.	8
7.3 Deposits	8
7.4 Gifts.....	8
8 Article VIII – Books and Records	8
9 Article IX – Fiscal Year	9
10 Article X – Waiver of Notice	9
11 Article XI – Amendments to Bylaws	9

1 ARTICLE I – OFFICES

1.1 Principal Office

The principal office of the Corporation shall be located in the City of Tuscaloosa, Tuscaloosa County, Alabama. The Board of Directors may, by resolution, change the location of this office from time to time.

1.2 Other Offices

The Corporation may have other offices, either within or outside the State of Alabama, at such place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

2 ARTICLE II – NAME AND OBJECTIVES

2.1 Name

This organization shall be known as “The Medalist Club”.

2.2 Objectives

The objectives of this Foundation shall be:

- The Corporation is organized for the purpose of providing support to The University of Alabama gymnastics program by receiving dues and contributing a portion of them to The University of Alabama, an exempt organization, for the use of the gymnastics program.
- The Corporation is also organized for the purpose of promoting gymnastics spirit, fellowship, support of The University of Alabama gymnastics program, coaches, players and college gymnastics in general. This will be done by providing advertisements, billboards and other items to promote The University of Alabama gymnastics.
- The Corporation is also organized to use a portion of dues to bring speakers in the community to further promote University of Alabama gymnastics and college gymnastics in general and to further the knowledge and understanding of gymnastics among the Corporation’s members, supporters of college gymnastics, and the community in general.
- The Corporation is organized to promote strict adherence to the rules and the spirit of the National Collegiate Athletic Association (hereinafter “NCAA”). The Corporation is further authorized to contract with The University of Alabama to help provide institutional controls as may be required by NCAA rules.
- The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit.

- Notwithstanding any provision hereof to the contrary, the Corporation shall engage in no activities which would cause it to fail to qualify as tax exempt under section 501(c)(3) of the Internal Revenue Code (the “Code) or under section 40-18-32(a)(11) of the Code of Alabama (1975), as amended.
- No substantial part of the activities of the Corporation shall consist of the participation or intervention in a political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segments thereof with respect to legislative matters, elections, or referendums or in connection with direct attempts to influence legislation that are not of a direct business interest to the members of the Corporation.
- Subject to the foregoing paragraphs:
 1. The Corporation shall be an organization of all the property of which, real and personal, shall be used exclusively for purely charitable purposes, as such term is used in section 40-9-1(1) Code of Alabama (1975), as amended.
 2. The Corporation shall be an organization which is a recognized charitable institution not operated for profit, and contributions to which are allowed as deductions for federal income tax purposes under section 170 of the Internal Revenue Code, as such terms are used in section 170 of the Internal Revenue Code, as such terms are used in section 40-18-15(a)(10) Code of Alabama (1975), as amended.
 3. The Corporation shall be an organization not organized for profit and exempt from federal income tax under section 501(c)(3) of the Code, as such terms are used in section 40-18-32(a)(11) of the Code of Alabama(1975), as amended. d. The Corporation shall be a strictly benevolent organization, as defined in Alabama Constitution Article XII &229, Amend. 27.

3 ARTICLE III – SEAL

The corporate seal shall be in circular form and shall have inscribed thereon the name of the Corporation, the words “The Medalist Club”, and such other word or words, if any, as may be determined by the Board of Directors to be inscribed thereon.

4 ARTICLE IV – BOARD OF DIRECTORS

4.1 General Powers

The Affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Alabama.

4.2 Number, Tenure and Qualifications

The number of directors shall be seventeen (17). Nine of the directors will serve three year terms, with three (3) directors elected each year at the annual meeting. These nine (9) directors shall serve no more than two consecutive three-year terms. Two of the directors shall consist of the gymnastics coach of the University of Alabama and a representative from The University of Alabama Athletic

Department, who is proposed by the coach and approved by the Board of Directors. The other directors shall be composed of the six (6) officers: President, President-Elect, Secretary, Treasurer, President Ex-officio and Membership Chairperson. All directors must be members of the Medalist Club.

4.3 Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw. An annual meeting of the members shall be held on an acceptable date, which may be altered by discretion of the directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. All newly-elected Officers and the three newly-elected directors from the annual meeting will take their positions at the next scheduled meeting of the Board.

The Board of Directors may designate any place, either within or outside the State of Alabama, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Alabama. The Board of Directors may provide by resolution the time and place, either within or outside of the State of Alabama, for the holding of additional regular meetings of the board without other notice than the resolution.

4.4 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the State of Alabama, as the place for holding any special meeting of the board called by them.

4.5 Notice

Notice of any special meeting of the Board of Directors shall be given to each director at least two weeks prior to the date requested; written notice may be delivered personally or sent by mail to their address as noted in the records of the Corporation, or, equally, electronic notice may be sent to their stated electronic media address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service, sent in a sealed envelope so addressed to the director. If electronic means are used, a request for acknowledgment of the notice being received must also be added to the notice, with replies being forwarded to the Secretary for recording in the minutes of the next meeting. The attendance of a director at any board meeting shall constitute a waiver of notice of such meeting, special or regularly scheduled. Any director may waive notice of any meeting. The attendance of a director at any board meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

4.6 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.7 Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

4.8 Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Vacancies may occur when a director is no longer able to fulfill his duties of the office. A vacancy must be filled by the second meeting following a notice of vacancy.

4.9 Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation.

4.10 Informal Action by Directors

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors.

4.11 Removal of a Director

Directors may be removed from the Board after missing three consecutive meetings, for violation of any of the articles of these bylaws, or for due cause. Removal of a director requires the approval of 12 members of the Board of Directors.

5 ARTICLE V – OFFICERS

5.1 Officers

The officers shall consist of a President, President-Elect, Secretary, Treasurer, President Ex-officio and Membership Chairperson.

5.2 Election of Officers

Officers shall be elected at the annual meeting by open vote. The term of office shall be two years for the Secretary, Treasurer, and Membership Chair. These positions may be re-elected without restriction if so voted by the membership at the conclusion of a two-year term. The President-Elect

shall be annually elected, with a three year term as first-year President-Elect, succeeding to President in their second year, and becoming President Ex-Officio in their third year in office. Nominees to the Board of Directors must be members in good standing of The Medalist Club.

5.3 President-Elect

The President-Elect shall perform the duties of the President in the absence of the President. In addition, upon completion of the first year of their term the President-Elect shall succeed to the office of President. Additional duties may include:

- Act as program chairperson for the annual meeting
- Perform the duties assigned by the President
- Act as chair of the Nominating Committee

5.4 President

The President shall be the Chief Executive Officer of this organization and shall have all such powers as usually pertain to the office of President, except where limited by this constitution. In addition, upon completion of the second year of their three-year term the President shall succeed to the office of President Ex-Officio. Duties of the President shall include:

- Appoint all committees
- Preserve order
- Regulate debate
- Cast the deciding vote in case of a tie vote

5.5 President Ex-Officio

The President Ex-Officio shall assume the duties of President/President-Elect if neither is present for a meeting.

5.6 Treasurer

The Treasurer shall keep correct records of all financial proceedings of the organization. In addition, the Treasurer shall:

- Verify all deposits and disburse all monies of the organization at the direction of the Board of Directors
- Keep accurate records of all receipts and disbursements
- Handle all tax records
- Prepare all financial reports required

5.7 Membership Chair

The Membership Chair shall keep accurate records of all dues-paying members of the organization,

and honorary and faculty members. In addition the Membership Chair shall:

- Advise the Board of Directors of membership levels and numbers
- Keep accurate records of all member merchandise ordered and disbursed
- Deposit all funds collected as may be sent to the chair
- Prepare enrollment literature and all mail-outs to members/prospective members

5.8 Secretary

The Secretary shall keep correct minutes of all proceedings of the organization. In addition, the Secretary shall:

- Attend to all correspondence of the organization

6 ARTICLE VI – MEMBERSHIP

6.1 Members

The members of this society shall consist of active members, honorary members and faculty members.

6.2 Eligibility

Annual dues shall be paid by all members at the time of joining the Club, and said dues to be set and prescribed from time to time by the Board of Directors. The membership year beginning and end will be at the discretion of the Board of Directors.

6.3 Honorary Members

Any person who shall have been an active member in good standing for a period of twenty-five (25) or more consecutive years may request, in writing, an honorary membership in the Corporation. The 25-or-more-consecutive-years requirement may, at the option of the Board of directors of the Corporation, predate the adoption of the constitution and bylaws of said Corporation. The Corporation may, by a majority vote of its Board of Directors, grant such honorary membership as it deems advisable due to the health, absence from town, or unusual business conditions of the applicant, such honorary memberships not to exceed in number ten percent (10%) of the active membership of the Corporation. Honorary members shall be exempt from payment of dues. The

honorary members shall have no vote but otherwise shall enjoy the same rights and privileges as active members in the Corporation. Any and all personnel connected with the coaching staff of The University of Alabama gymnastics team, the President of The University of Alabama and the Athletic Director of The University of Alabama shall be considered honorary members of the Corporation.

6.4 Transference

Membership in the Corporation shall not be transferable.

7 ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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 Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a President-Elect of the Corporation.

7.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

7.4 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

8 ARTICLE VIII – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

9 ARTICLE IX – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the following year.

10 ARTICLE X – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Alabama Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

11 ARTICLE XI – AMENDMENTS TO BYLAWS

Bylaws may be amended by a two-thirds vote by the active members attending the annual meeting, provided that the proposed amendment is submitted to each member in writing or by public notice via electronic means at sites accessible to all members thirty days before the annual meeting. All bylaws amendments approved will be effective immediately.