

Bylaws of the Nashville Gaelic Athletic Club

Article I: Identification

1.1 *Name:* The name of the organization shall be The Nashville Gaelic Athletic Club (hereinafter referred to as the NGAC). It shall be a nonprofit organization incorporated under the laws of the State of Tennessee.

1.2 *Purpose:* The NGAC is organized to promote Irish sports and culture in Middle Tennessee through:

- Teaching the history and game play of the traditional sports of Ireland: hurling, camogie, and Gaelic football
- Holding regular intra-club matches
- Competing in regional and national tournaments organized by United States Gaelic Athletic Clubs and the United States Gaelic Athletic Association (the "USGAA")
- Organizing events to promote traditional Irish cultural including: sports and music
- Participating in and promoting traditional Irish sports in area schools and universities

1.3 *Principal office address:* The post office address is 300 Garner Avenue, Madison, TN 37115 and the resident agent in charge of said office is Timothy Ryan Buckley 300 Garner Avenue, Madison, TN 37115 (2016-Present)

1.4 *Fiscal Year:* The fiscal year of the NGAC shall commence on the first day of January each year and shall end on the last day of December of same year, unless an alternate date is designated by the State of Tennessee or other external auditing agency.

Article II: Membership

2.1 *Eligibility for membership:* Membership is open to all genders aged 18 and up. Exceptions may be made for minors with explicit and informed consent from parent or guardian. Membership shall not be open to previous members that have been expelled by the Board as set forth in Section 2.5, unless otherwise determined by the Board.

2.2 *Securing membership:* Membership is secured by submitting a legal name (first and last) and the last 4 digits of: a. Driver's license, b. Passport, or c. other approved government issued photo ID card, by paying annual dues, and by executing a waiver in the form approved by the Board. Members having met these criteria are considered "in good standing."

2.3 Cost of membership: The board of directors shall set the annual dues for members pursuant to the provisions outlined in Article IV of these bylaws. A member that has not paid annual dues for the calendar year may be denied the privileges of membership until such time that they have paid their dues and a member that has failed to pay annual dues within 90 days of the due date set by the board may have their membership terminated by the Board. All dues are non refundable (including in cases of resignation or expulsion).

2.4 Rights and privileges of members in good standing:

- Members may speak, make motions, and vote in general meetings.
- Members may serve as a club officer.
- Members are eligible to participate in functions and events organized by the club or at which the club participates.

2.5 Resignation and Expulsion: A member may resign by filing a written resignation with the registrar. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. The Board shall have full authority and discretion to expel any member for violation of these Bylaws or any rules and regulations duly adopted by the Board or for any conduct deemed by the Board to be prejudicial to the best interest of the NGAC. Prior to suspending or expelling a member, the Board shall give at least fifteen (15) days prior written notice of such expulsion to the member and the reasons therefor and provide to such member the opportunity to be heard by the Board and afford the member the opportunity to be heard by the Board (either orally at a meeting of the Board or in writing) not less than five (5) days before the effective date of the expulsion.

2.6 Non-voting membership: The Board shall have the authority to establish and define criteria for non-voting membership categories.

Article III: Meeting of Members

3.1 Annual General Meeting (AGM): An annual meeting of the membership shall be held in the month of December, the specific date, time, and location will be determined by the board of directors. At the AGM the membership shall elect officers, receive reports on the activities of the NGAC, and set the direction for the coming year.

3.2 Special meetings: Special meetings may be called by the Chairman, a simple majority of the Board of Directors, or by petition by 25% of the voting membership.

3.3 Notice of meetings: Notice of meetings of the members shall be delivered to the membership via email or other format (including by Facebook posting or

messaging application), or at a members request any other form of printed communication, no less than 10 days prior to the meeting.

3.4 *Quorum*: The members present at any properly announced meeting constitutes a quorum.

3.4 *Voting*: Any member in good standing is eligible is eligible to vote. Members must be present to vote. All issues to be voted on shall be decided by a simple majority of those present. Members may submit a request for a proxy vote to the Board of Directors; the Board will determine the eligibility of the proxy vote by a majority vote of the Board.

Article IV: The Board of Directors

4.1 *Board role, size, and compensation*: The Board is responsible for the overall direction and governance of the NGAC. The Board shall consist of 7 members: Chairman, Vice Chairman, Treasurer, Secretary, Registrar, Public Relations Officer and Games Development Officer. The size and scope of the board and board members' duties may be changed at any time by the affirmative vote of two-thirds of all board members. Any member in good standing is eligible to serve on the Board. The Board receives no compensation.

4.2 *Terms*: All board members serve two-year terms (except as provided in Section 4.8 for appointees). All board members are eligible for re-election.

4.3 *Annual Meeting*: The Board shall meet within one month following the Annual General Meeting. This meeting serves to complete the business of the previous year and set the direction for the coming year. Outgoing board members shall attend this meeting to aid in the transition to the new board.

4.4 *Other Meetings*: Other meetings of the board can be called at the request of the Chairman or two other board members. Written notice of these meetings shall be provided to members of the board no fewer than 5 days preceding the meeting.

4.5 *Attendance at Board Meetings by Members in Good Standing*: Members in good standing have the right to request to attend board meetings. Requests must be made in writing, and the granting of such requests is at the discretion of a majority of the board.

4.6 *Election of the Board*: The board (vacant positions and expiring terms) is elected by the NGAC membership at the Annual General Meeting. Votes shall be cast through written ballot, and simple majority of those present elect board members. The Secretary solicits nominations during a 2-week nomination

period, which opens 3 weeks prior and closes 1 week prior to the Annual General Meeting.

4.7 *Quorum*: The presence of 60% of the board members at any board meeting constitutes a quorum.

4.8 *Vacancies*: In the case of permanent vacancies for any reason, the Board of Directors may appoint a replacement Board member/officer. This board member/officer shall serve until the next election of the board.

4.9 *Removal*: Any member of the Board that is absent from three or more consecutive meetings of the Board may be removed from the Board by the affirmative vote of at least two-thirds of the members of the Board.

Article V: The Officers

5.1 There shall be 7 officers (who shall be the same as the board members): Chairman, Vice-Chairman, Treasurer, Secretary, Registrar, Public Relations Officer, and Games Development Officer.

5.2 *Chairman*: The Chairman shall convene regular board meetings, shall preside over meetings. The chairman sets the agenda for the board meetings, special meetings, and Annual General Meeting (AGM). The Chairman can arrange for one of the other officers to preside over meetings in the Chairman's absence.

5.3 *Vice Chairman*: The Vice Chairman is responsible for assisting the Chairman with the operations of the club, and shall serve in the Chairman's place in the case of the absence of the Chairman.

5.4 *Secretary*: The Secretary is responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The secretary shall be the primary communications liaison between the Southeastern Divisional Board, other Divisional Boards, the USGAA and the Nashville GAC.

5.5 *Treasurer*: The Treasurer is responsible for keeping accurate records of the account. The Treasurer is the legal custodian of the moneys or other valued assets of the NGAC. The Treasurer shall file or cause to be filed any State or Federal tax filings. Any moneys collected by the club shall be deposited immediately into an FDIC insured bank account. The Treasurer shall give a report of the fiscal status of the club at board meetings, and present an annual report to the membership at the AGM.

5.6 Registrar: The Registrar shall be responsible for keeping accurate, up-to-date registration records of the NGAC membership. The Registrar is responsible for registering members annually, and along with the Treasurer collecting annual dues. The Registrar is responsible for submitting the NGAC registration with the Southeastern Division Board of the USGAA, and insuring that the NGAC in good standing with the Gaelic Athletic Association. The Registrar is responsible for processing transfers of players from other clubs and registering sanctioned players prior to the annual deadlines set out by the USGAA. The Registrar shall submit rosters of NGAC team members at tournaments according to each tournaments rules and procedures.

5.7 Public Relations Officer (PRO): The Public Relations Officer is primarily responsible for NGAC communication and relations with other clubs and the media. They also oversee the clubs marketing, recruitment, and promotional efforts.

5.8 Games Development Officer: The Games Development Officer is responsible for Gaelic games training and competition. The GDO shall organize leagues, training programs, and works in conjunction with other committees to provide quality Gaelic games experiences. The GDO shall work towards a sustainable Gaelic games system that provides a satisfying experience for players of all ages. The mission of the GDO is to develop quality players, quality coaches, and quality referees.

Article VI: Committees

6.1 Committee formation: The board may create committees as needed, such as fundraising, recruitment and retention, volunteers, fields and equipment procurement, collegiate liaisons etc. The board chair appoints all committee chairs.

Article VII: Corporate Books

7.1 Keeping and Place of Keeping: The board shall maintain the corporate books of the NGAC. The Secretary is directly responsible for ensuring books are up to date and accurate. The corporate books shall include the articles of incorporation, bylaws, meeting minutes, and annual reports. The books shall be held by the Secretary within the State of Tennessee or in a location determined by the board by resolution.

7.2 Member Registry: The NGAC Registrar is responsible for maintaining the member registry in accordance Article 2.2 of these bylaws and the standards set by the USGAA of the Gaelic Athletic Association.

Article VII: Bylaws of the North American County Board of the United States Gaelic Athletic Association

7.1 *Affiliation with the USGAA & ~~NACB~~*: Whereas the NGAC is a member of the USGAA of the United States Gaelic Athletic Association, The NGAC defers to the national organization on matters related to participation in events organized or sanctioned by the USGAA and NACB.

Article VIII: Amendments

8.1 *Amendments*: These bylaws may be amended when necessary by the affirmative vote of at least two-thirds ($\frac{2}{3}$) of the Board members. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

Certification:

These bylaws were approved at a meeting of the board of directors by at least two-thirds of the members of the Board on December 12, 2017.

/s/ Daniel Espensen
Secretary

12/12/2017
Date