

BYLAWS
for the
ARLINGTON SPORTS HALL OF FAME, INCORPORATED

Revised October 27, 2016

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ARLINGTON SPORTS HALL OF FAME, INCORPORATED

ARTICLE I

Name

The name of this organization shall be Arlington Sports Hall of Fame, Incorporated.

ARTICLE II

Purpose

The purposes for which this nonstock, nonprofit corporation is formed are as follows: To form a charitable organization to be known as the Arlington Sports Hall of Fame, Incorporated, hereinafter called "ASHOF", which shall have as its business and object the perpetuation of the memory of individuals from the community who have demonstrated excellence through the medium of sports, and/or who have provided outstanding leadership in the development of our youth, again through the medium of sports. Also, to serve the youth in the community and foster the principles of fair play, good sportsmanship, a competitive spirit, tolerance, friendship and useful citizenship through the medium of sports. Also, to provide education and instruction in various athletic programs and to provide the means through which the youth of the community can express their athletic abilities and desires.

In addition, the corporation may carry on any business not prohibited by law or required to be stated in its Articles of Incorporation and as provided by the majority vote of the Board of Directors. Said organization is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the United States Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE III

Board of Directors

Section 1. The Board of Directors of ASHOF, hereinafter called the Board, shall be the governing body and, as such, the final authority on all matters under ASHOF's

jurisdiction. The Board shall have the direct responsibility for developing all policies of ASHOF and for insuring the implementation of those policies. The Board shall: review and approve all budgets; determine all fees; provide written policy to be forwarded and adhered to in appropriate circumstances; review and approve all activities; prepare and propose amendments to the Articles of Incorporation and Bylaws; prescribe the selection criteria and procedures to review all nominated candidates for induction into ASHOF, and/or for awards; and take counsel from the standing and ad hoc committees.

Section 2. The Board shall consist of the duly elected officers, namely, the President, Vice President, Secretary, Treasurer, to be elected as provided for in Article VI of these Bylaws, and the Immediate Past President. These officers shall also be known as the Executive Committee of the Board. There shall be a minimum of six and up to a maximum of ten additional Directors to be elected and serve as provided for in Article VI of these Bylaws. The Executive Committee of the Board may appoint a person to be an Executive Director, to serve at the pleasure of the Executive Committee, to help conduct the approved business of the corporation.

ARTICLE IV

Authority and Duties of the Board of Directors

Section 1. Pursuant to Article III, Section 1 of these Bylaws, the Board shall act as the general manager of the organization. Any and all matters pertaining to the activities and general management of ASHOF, its members and its activities shall be referred to the Board for discussion and final disposition.

Section 2. A simple majority of the Board shall constitute a quorum for the purpose of conducting business at a Board meeting.

Section 3. Any Honored Member, Regular Member or Associate Member in good standing shall be privileged to attend any Board meeting and/or appear before the Board to present any grievance or matter pertaining to the activities and general management of the organization, its members, or its affairs.

Section 4. Any vacancies that may occur in the Board, including the officer members, by reason of death, resignation, or otherwise, may be filled by an Honored or Regular Member in good standing, after receiving a majority vote of the Board. Any person so elected shall serve the remainder of the term vacated.

ARTICLE V

Authority and Duties of the Officers

Section 1 – President. The President shall preside at all meetings and shall submit to the Annual Meeting, called pursuant to Article IX of these Bylaws, a complete report of the operations of the organization's affairs and any matters being of significant interest to the organization. The President shall serve as Chairman of the Board and shall perform such other duties as may be properly required by the Board. The President, with the concurrence of the Board or the Executive Committee, may establish and appoint members to ad hoc committees, e.g., a Bylaws committee, entertainment and welcoming committee, fund-raising committee, and a sports committee, and/or ask individuals to serve in such capacities as sergeant-at-arms and parliamentarian in order to carry out the functions of the organization.

Section 2 – Vice President. The Vice President shall familiarize himself/herself with the affairs of the organization. In the absence, disability, or inability of the President to perform the duties outlined in Section 1 above, the Vice President, with Board approval, shall possess all the powers and perform all the duties of the President. The Vice President shall also serve as Chairman of the Awards Committee and perform such duties as may be properly required by the Board or President.

Section 3 – Secretary. The Secretary shall notify members of the Board of all Board meetings, keep a full and accurate account of all proceedings of the organization, record, or arrange for the proper recording of, minutes of all Board meetings, sign all minutes taken and disseminate minutes to members of the Board, keep all applications for membership, read reports and other communications to the organization, conduct or cause to be conducted such correspondence as is necessary, sign all cards, receipts, and communications, reports and warrants of the organization coming under the Secretary's jurisdiction, provide copies of the Articles of Incorporation and Bylaws to newly inducted Honored Members of the organization and shall perform such other duties as may be properly required by the Board or President.

Section 4 – Treasurer. The Treasurer shall be responsible for all monies of the organization, shall keep full and accurate records of all accounts and books belonging to the organization, showing the transactions of the organization, its accounts, liabilities, commitments and financial records, and shall make such other reports and statements as may be required by the Board.

The funds of the organization shall be deposited in a separate bank account bearing the name of the organization and withdrawals shall be over the signature of the Treasurer, President or Vice President. Any checks over \$1,000 shall require two signatures.

ARTICLE VI

Election of Officers and Board Members

Section 1 – Term of Office. All ASHOF officers shall be elected to serve a term of four years or until their successors are duly elected and qualified. No officer may serve more than three consecutive terms in the same office. The individual shall, however, become reeligible for election to that office after a service break of at least one year. All non-officer members of the Board shall be elected to serve three year terms. Ideally, every year the term of at least two Directors shall expire.

Section 2 – Election Process. The election of officers and members of the Board shall take place at the June general membership meeting. In advance of this meeting, the Nominating Committee appointed by the Past President pursuant to Article X shall report to the members of the organization their recommendations in the form of a slate of officers and Board members.

At the June meeting further nominations may be made from the floor and ballots will be cast separately for each office where more than one candidate has been nominated. The candidate receiving the majority vote cast shall be declared elected.

Section 3 – Period of Office. Newly elected officers and members of the Board shall officially take office at a Board meeting that immediately follows the conclusion of the June general membership meeting.

ARTICLE VII

Membership

Section 1 – Regular Members. The Regular Members of the organization shall be selected persons over 18 years of age who are interested in the development of youth generally through the medium of sports and who are able to actively participate in the organization's programs, to assist ASHOF in providing educational and instructional services in various athletic programs and raising funds for the purpose of the organization. A Regular Member shall pay annual dues as determined by the Board.

Section 2 – Honored Members. Honored membership shall be conferred upon persons who have been inducted into ASHOF. In order to be inducted, a person must meet prescribed criteria as set forth by the Board and receive the recommendation of the Selection Committee pursuant to Article X. Honored Members shall be exempt from the payment of annual dues.

Section 3 – Associate Members. Associate Members shall meet the same criteria for membership as Regular Members, and shall have all the rights and privileges of regular membership, except that they shall not have the right to hold office nor have the right to vote on organization matters. Associate Members may be individuals or entities. An Associate Member’s dues shall be determined by the Board.

Section 4 – Regular and Associate Membership Nominations. Proposals for regular or associate membership may be made by any Honored or Regular Member of ASHOF who is in good standing. Such proposals shall be in writing, signed by the proposer and shall contain information regarding the applicant sufficient to determine whether the applicant qualifies for membership. The Board may, if deemed appropriate, devise membership application forms for this purpose.

Section 5 – Selection Process. Every application for regular or associate membership shall be referred to the President. The President shall determine whether the applicant qualifies under the appropriate sections above and otherwise meets reasonable character and desirability standards and report his or her findings to the Board. The Board in turn shall, under majority vote rule, determine or not to approve membership.

Section 6 – Resignation. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board at the next succeeding meeting of the Board.

Section 7 – Expulsion. For good cause, any member may be expelled. Cause for such expulsion shall include failure to pay dues after proper notice or actions which may bring discredit to the organization. Except where there is a failure to pay dues, such member shall be furnished detailed written information concerning the cause of expulsion. With a period of at least thirty days notice, the member shall be afforded an opportunity to present views before a Board meeting. The Board shall have the power in such case to take any action it shall deem proper, except that a two-thirds vote of those present and not less than a majority of the full Board shall be required for expulsion of any member.

ARTICLE VIII

Fees and Finances

Section 1 – Dues. The amounts for annual membership dues shall be set by the Board in advance of January 1 of each year. Initial annual membership dues shall be submitted at the time of membership application. Annual membership dues are payable each January 1 and shall be paid no later than April 1 of each year. Annual dues not paid by this date may lead to expulsion as proscribed in Article VII, Section 7, of these

Bylaws. The dues for the calendar year in which the Regular Member is admitted shall be fifty percent of the annual dues.

Section 2 – Fiscal Year. The Fiscal year shall begin January 1 of each year.

Section 3 – Balanced Budget. No indebtedness shall be incurred by ASHOF through its Board or duly appointed agents during any one year in excess of the annual budgeted revenue of the organization for that year.

ARTICLE IX

Meetings

Section 1 – General Membership Meeting. An Annual general membership meeting shall be held on a date in June and at a location set by the Board. A general membership meeting will not be empowered to conduct business unless a quorum of at least two officers and fifteen percent of the voting-eligible membership, in good standing, are present, either in person or by proxy.

Section 2 – Board Meetings. The Board shall meet no fewer than three times a year. The President shall set the date, time and place for the meetings. All Board members shall be notified ten days in advance of the meeting.

Section 3 – Special Meetings. The Board may call a special meeting of the Board, Honored Members and/or Regular Members at any time. Notice shall be sent ten days in advance of the meeting.

ARTICLE X

Committees

Section 1 – Committees. There shall be established standing committees which shall be responsible for the performance of designated functions of ASHOF. In addition, the President may from time to time establish ad hoc committees. Only Honored and/or Regular Members shall serve on standing or ad hoc committees.

The following shall be standing committees of the organization:

Awards Committee
Nominating Committee
Screening Committee
Selection Committee

Section 2 – Duties. The duties and responsibilities of each of the standing committees are as follows:

The Awards Committee shall consist of at least two members appointed by the Vice President, who shall chair the committee. The committee shall be responsible for arranging for all banquets or special events for the induction of persons into the Hall of Fame and/or for the presentation of awards as directed by the Board.

The Nominating Committee shall consist of at least three members appointed by the Immediate Past President, and shall be chaired by the Immediate Past President. The committee shall be responsible for developing recommendations in the form of a slate of officers and Board members for submittal to the general membership in advance of the annual meeting. It is expected that the committee's slate would be submitted to the membership in ample time for members to seek out alternative candidates if so desired.

The Screening Committee shall consist of the President, Vice President, and Immediate Past President. The committee shall be responsible for evaluating all individuals nominated for induction into ASHOF based on selection criteria and procedures set forth by the Board. The committee shall ensure that only deserving individuals receive ASHOF consideration. The committee may develop guidelines to be approved by the Board (i.e., quotas, restrictions, etc.). The committee shall submit approved nominations (by two-thirds affirmative vote) to the Selection Committee. All action of the Screening Committee shall be confidential.

The Selection Committee shall be comprised of the entire Board. The committee shall be responsible for the final approval of nominated individuals for induction into ASHOF that were submitted to it via the Screening Committee. The committee shall follow the established selection procedures as set forth by the Board which shall include the requirement that final approval of an individual for induction into ASHOF must be by a seventy-five percent affirmative vote of the entire Selection Committee. All actions of the Selection Committee shall be confidential.

Section 3 – Special Duties. Beyond transacting such business as is delegated in Section 2 above, each committee shall conduct such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such committees shall not take final action until a report has been made to the Board.

ARTICLE XI

Amendments

ASHOF's Bylaws may be amended at any general membership meeting by a two-thirds affirmative vote of the Honored and Regular Members present, either in person or by proxy. The proposed amendment(s) shall be presented in writing and notice of the proposal given to the voting members at least thirty days before the meeting.