

# A.M.A. By-Laws

## EXHIBIT "A"

### ARTICLE I "Aims and Objectives"

06-30-10

The Angels- Murphys- Arnold Boosters Club, Inc. (A.M.A.) is a nonprofit corporation sponsored by a group of adult sports enthusiasts, who have the following aims and objectives:

Section 1: To serve in mutual cooperation with all athletic organizations to promote and encourage participation in sports programs along the highway 4 corridor.

Section 2: To promote interest and support of sports programs in the Angels, Murphys and Arnold area, by involving a greater number of children and adults directly or indirectly in athletics.

Section 3: To oversee and maintain monies sufficient to ensure the continued operation of Copello Park and the various A.M.A. programs.

### ARTICLE II "Finances"

Section 1: The Angels-Murphys-Arnold Boosters Club, Inc. may obtain and use funds in any legal manner to accomplish the aims and objectives of the club.

## ARTICLE III "Board of Directors"

Section 1: The Board of Directors governs the affairs of the Angels- Murphys- Arnold Boosters Club, Inc.

Section 2: The Board of Directors shall consist of nine members in good standing.

Section 3: The Board of Directors shall consist of three members in good standing from the Mark Twain School Boundaries, three members in good standing from the Vallecito School Boundaries, three members in good standing in good standing At-Large.

Section 4: All Board of Directors shall reside along the Highway 4 corridors in Calaveras County from the Stanislaus County line to the Alpine County line.

Section 5: The Board of Directors shall serve as a legislative body of the Angels- Murphys -Arnold Boosters Club, Inc. and in this capacity by a 2/3 affirmative vote of all the board of directors shall have the authority to create By-Laws and amend By-Laws.

Section 6: The Board of Directors shall conduct all business of the A.M.A Boosters Club at monthly meetings.

Section 7: Monthly meetings shall take place at the time and place fixed by the Board of Directors.

Section 8: A minimum of five directors present at a meeting shall constitute a quorum for the purpose of conducting A.M.A Boosters Club business.

Section 9: Any action taken at a board meeting shall take place by a simple majority of directors present unless otherwise stated in these By-Laws.

Section 10: The Board of Directors may approve the employment of staff such as the Executive Secretary, field maintenance and Copello Park caretaker.

#### ARTICLE IV "Membership"

Section 1: General membership shall be open to any person 18 years of age or older and residing along the Highway 4 corridor in Calaveras County from the Stanislaus County line to the Alpine County line.

Section 2: General membership shall be open to any person 18 years of age or older interested in supporting A.M.A. Boosters Club sponsored events.

Section 3: Membership dues shall be fixed by the Board of Directors by resolution at the beginning of each calendar year.

Section 4: Membership dues shall be collected in a manner fixed by the Board of Directors by resolution at the beginning of each calendar year.

Section 5: Payment of membership dues shall entitle a member to a one year membership in the A.M.A. Boosters Club.

Section 6: Membership shall entitle the member voting rights at the A.M.A. Boosters Club annual membership meeting.

Section 7: Member voting rights shall pertain only to the election of A.M.A. Boosters Club Board of Directors.

Section 8: Any member may be removed from membership with or without cause at any time by 2/3 affirmative vote of all Board of Directors currently serving.

Section 9: Any member being considered for removal from membership shall be notified in writing of such proposed action at least 30 days in advance of any action taken.

Section 10: Before any action is taken, said member shall have the right to address the Board of Directors:

Section 11: Any action taken by the Board of Directors shall be final, a notice of the action taken shall be sent to the members last known address.

## ARTICLE V "Elections"

Section 1: Each Board of Director shall serve a three year term of office.

Section 2: Terms of office for Board of Directors shall be staggered in the following manner:

a. One Director from the Mark Twain School Boundaries, one Director from the Vallecito School Boundaries and one Director from the At-Large area shall be elected each year.

Section 3: The election of Directors shall take place at the A.M.A. Boosters Club Annual Meeting.

Section 4: All general members in good standing of the A.M.A. Boosters Club shall have the right to only vote for directors at the Annual Meeting.

Section 5: The President of the A.M.A. Boosters Club shall appoint a Nominating Committee of three Board Members; one Director from the Mark Twain School Boundaries, one Director from the Vallecito School Boundaries and one Director from the At-Large area shall select a slate of candidates for the election of Directors.

Section 6: The Nominating Committee shall not contain any Director whose term is up for that year.

Section 7: At the next Regular Meeting of the Board of Directors, after the Annual Meeting, an election of Officers shall take place.

Section 8: Officers of the A.M.A. Boosters Club and their responsibilities are as follows:

**PRESIDENT**: Conducts all meetings of and shall exercise general supervision and control over all activities of the club. The

President may sign with or without other duly authorized officers, any deeds, mortgages, bonds, contracts or other instruments the execution of which has been authorized by a majority of the Board Members at a Regular Meeting.

VICE-PRESIDENT: In the absence of the President, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President, and shall perform any of the additional duties as may be assigned by the President.

SECRETARY: Shall see that the minutes of the meeting are kept by the Executive Secretary and in the absence of the President and Vice President shall conduct meetings.

TREASURER: Shall over see the finances of the A.M.A. Boosters Club.

SERGEANT-AT-ARMS: Shall see that the order and decorum is maintained at all meetings of the A.M.A. Boosters Club.

HISTORIAN: Shall maintain a list of all passed Directors of the Club and all persons that the Board of Directors has determined to have contributed meritorious service to the Club.

- a. Upon the death of these individuals, the Historian shall see that a plaque in that persons name be placed on a monument at Copello Park.
- b. The Historian shall maintain a list of all the important historical documents, memorabilia and other items that are the property of the A.M.A. Boosters Club.
- c. All remaining Directors shall coordinate committees and vote on all matters and issues that come before the Board.

Section 9: While serving on the Board of Directors, each Director shall be exempt from paying annual dues.

Section 10: The Board of Directors shall have sole authority to fill any vacancy that may exist on the Board of Directors.

## ARTICLE VI "Committees"

Section 1: By a majority vote of the Directors, they may adopt and/or establish one or more committees, each of which shall consist of one or more Board Members which committee shall have and exercise the authority of the Board of Directors in the management of the corporation. However, the designation of such committees and delegations of authority thereto shall not operate to relieve the Directors of any responsibility imposed either by these By-Laws or By-Law.

Section 2: Each Director(s) in charge of a committee may adopt such rules and regulations for the conduct of its activities as it may deem appropriate. However, such rules and regulations must be consistent with these By-Laws. All such rules and regulations must be approved by a majority vote of the Board of Directors, and such rules and regulations shall be recorded in the minutes of the Board Meeting.

Section 3: Each Director(s) in charge of a committee may appoint an individual(s) to assist in the function of the committee's activity. These individuals may be given titles such as Sport Commissioner, Player/Parent Representative, Umpire Commissioner, etc. However, the selection of such individuals must be approved by a majority vote of the Board of Directors; such individuals shall have their name and titles recorded in the minutes of the Board Meeting.

Section 4: Standing Committees shall be Ponytail Softball, Youth Football, Youth Wrestling, Youth Volleyball, Travel Softball, Fund Raising, Copello Park, Finance, Basketball, Scholarships, and Budget.

## ARTICLE VII "Miscellaneous"