

BY-LAWS OF OAKS DADS' CLUB
As Amended November 11, 2007

ARTICLE I
NAME AND LOCATION

Section 1. The name of this Club shall be the OAKS DADS' CLUB, hereinafter referred to as "The Club."

Section 2. The mailing address shall Post Office Box 920937, Houston, Texas 77292-0937.

ARTICLE II
OBJECT AND POLICY

Section 1. The object of The Club shall be to stimulate, promote and foster activities designed to provide a richer and more wholesome life for the young people of the area.

Section 2. The Club is not a social club, and it shall be non-profit, non-political, and non-sectarian.

ARTICLE III
MEMBERSHIP

Section 1. There shall be three (3) classes of membership:

ANNUAL MEMBERSHIP: Any adult (18 years of age or older) is eligible for Membership upon the payment of \$35 in annual dues. Members and their children may participate in all activities of the club and shall have full voting privileges. Any adult participating in ODC activities or at least one Guardian of a child participating in ODC activities must be an officially registered member of the Club.

LIFE MEMBERSHIP: The requirements of the Life Member are the same as the Annual Member noted in the first paragraph of Article III, except that upon payment of a single \$1,000 Life Membership Due, no additional dues or participation fees shall be charged this member during his lifetime. This member shall have full voting privileges. Life Members are not excluded from fund raising activities that may be required by the Board to participate in an activity.

HONORARY LIFE MEMBERSHIP: The requirements of the Honorary Life Member are the same as those of the Annual Member noted in the first paragraph of Article III, except that no payment is necessary and no additional dues or participation fees shall be charged this member during his lifetime. The Honorary Life Member may enter the activities of The Club and shall have full voting

privileges. An Honorary Life Membership may be bestowed by the Oaks Dads' Club Board of Directors by two-thirds vote, at a regularly scheduled meeting. Honorary Life Members are not excluded from fund raising activities that may be required by the Board to participate in an activity.

Section 2. Voting privileges of one (1) vote per registered Member are effective for one year from the date membership dues are paid. No member may have more than one vote. (If both parents want to vote they must each purchase a membership.)

Section 3. PARTICIPATION FEES

Membership is required to participate in these activities. The Board shall, at its discretion to meet the financial needs of the Club, set participation fees for all Club activities at its regularly scheduled January meeting of each year. In the event additional activities are added after January of each year, the Board shall have the authority to set participation fees for those activities at any regularly scheduled Board meeting.

The Board of Directors may set late fees and return check fees. The Board of Directors may also require participation in fundraising activities in addition to participation fees. (It is the Board's intention that the main fundraising activities are mandatory. This includes Life Members & Honorary Life Members.)

Section 4. The Board at its discretion may waive the participation fees for individuals it deems to have a serious financial hardship. The Board-approved waiver form must be completed, approved by the Board and kept with the membership records. All waivers and waiver considerations are confidential. The Membership Fee shall not be waived.

Section 5. The Directors may, by a two-third vote, reject any membership application or cancel, suspend, or restrict any membership where a member's activities are not in accord with the Objectives and Policies (Article II, Section I) of The Club. The Directors may also, by a two-third vote, cancel, suspend or restrict any membership where a member's conduct may endanger the safety or well-being of any other member or individual.

Section 6. It shall be the duty of all members to attend all membership meetings, be available for committee service, and to make suggestions to the Officers and Directors concerning anything that may foster the attaining of the objectives of The Club and promote its general welfare.

ARTICLE IV **MEMBERSHIP MEETINGS**

Section 1. The Annual Meeting of the Membership ("Annual Meeting") shall be held the day of Opening Day Ceremonies for the Club's Spring Baseball and/or Softball Season ("Opening Day"), at which time the year's activities shall be summarized by all Officers and committees

and an election of new Directors held. An announcement shall be made to the membership at Opening Ceremonies regarding the scheduled meeting.

Section 2. Special membership meetings may be called by the President, a majority of the Board of Directors or ten percent (10%) of the membership by petition.

Section 3. There shall be a minimum of the lesser of 25 or five percent (5%) of the membership present at a membership meeting. In the event the lesser of 25 or five percent (5%) of the membership is not present, another meeting will be scheduled within sixty (60) days with 30 days prior notice to the membership.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. The business, property, and activities of The Club shall be managed by a minimum of ten (10) voting members of The Club and shall be known as the Board of Directors. The first ten (10) of the Directors shall be elected by the Membership as set out in Article V. The additional Directors shall be the Presidents of Sub-Boards created by The Club to organize, maintain and administer the Clubs youth activities, and shall have the same obligations and responsibilities, with full voting privileges, placed upon the Board of Directors.

Section 2. The ten (10) Board of Directors members shall be elected by the membership at the Annual Meeting. Nominations from the floor shall be permitted.

Section 3. The ten (10) Directors shall be elected at the Annual Meeting, to serve a one (1) year term. The Directors will serve from Opening Day to Opening Day of each year. No Officer can be elected or appointed for more than three (3) consecutive years. The President, Comptroller, and Treasurer shall be elected by direct ballot vote with the seven remaining positions elected by a cumulative ballot vote. The President, Comptroller, and Treasurer may not serve on any other Board of the Oaks Dads' Club.

Section 4. The regular meeting of the Board of Directors shall be held on the second Sunday of each month, with the exception of holidays, and then it will be held the following Sunday.

Section 5. Special meetings of the Board of Directors may be called by the President, or in his/her absence, by Vice President or by any five (5) members of the Board of Directors.

Section 6. A quorum of any Board Meeting shall consist of a majority of Board of Director members. Board members must be present to vote and may not vote by phone or proxy.

Section 7. The Directors shall elect the Officers of The Club, except the President and Treasurer, with such election to be at the Directors' next meeting following the Annual Meeting.

Section 8. Any Director absent for two (2) consecutive monthly Board Meetings without good cause will be replaced by the majority of the reminder of the Directors, within two (2) weeks of the second consecutive unexcused absence. If the Director removed is a Sub-Board

President, the Board of Directors will notify that Sub-Board and they in turn will elect a person to represent them at the Board of Directors meetings.

Section 9. Vacancies occurring on the Board of Directors shall be filled by election by a majority vote of the remaining Directors. The newly elected Director shall serve until the next Annual Meeting.

Section 10. At each Annual Meeting, the Directors shall submit a statement of the activities of The Club during the preceding year, together with a report of the general financial condition of The Club and its tangible property. Such report shall include the most recent Income Statement and Balance Sheet, an Income Statement and Balance Sheet for the most recently completed fiscal year, the most recent audit report, and the most recent Form 990 filed with the IRS.

ARTICLE VI **OFFICERS AND DIRECTORS**

Section 1. The officers of The Club shall be President, Vice President, Comptroller, Secretary and Treasurer who shall be elected for a term of one (1) year, and shall hold office until their successors are duly elected and qualified.

Section 2. The President shall preside at all Directors and Membership meetings; shall have general supervision over the affairs of The Club and over the Officers; shall sign all written contracts of The Club; shall be the signatory on all accounts including Sub-Board accounts; and the President or Vice President shall countersign all checks and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by The Club. The President shall schedule the use of the clubhouse.

Section 3. Vice President shall substitute in all things for the President in his absence or disability. The Vice President shall serve as Chairman of the Fund Raising Committee, and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by The Club.

Section 4. Comptroller shall direct deposits of all funds of the Oaks Dads' Club into the appropriate accounts and keep records of such deposits and the source of the deposits. This includes Sub-Board deposits. The Comptroller will also take the minutes of the meeting if the Secretary is absent and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by The Club.

Section 5. The Secretary shall issue notice of all Directors' and Membership Meetings, and shall attend and keep the minutes of the same; shall have charge of all corporate books, records, and papers; shall be custodian of the corporate seal; shall attest his signature and impress with the corporate seal all written contracts of The Club; and shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by The Club.

Section 6. The Treasurer shall have custody of all money and securities of The Club; shall be the primary contact signature on all club accounts including Sub Boards. The Treasurer shall

keep regular books of accounts and shall submit them, together with all vouchers, receipts and records, and other papers to the Directors as often as they may be required.

Section 7. The Directors of The Club shall be Director of Buildings & Grounds, Director of Membership, Director of Purchasing, Director of Signs, Safety & Pictures, and Director of Scheduling, who shall be elected for a term of one (1) year and shall hold office until their successors are duly elected and qualified.

Section 8. The Director of Buildings & Grounds shall be responsible for maintaining all structures and grounds owned, rented or leased by the Oaks Dads' Club, maintaining the playing fields, and recommending to the Board of Directors any improvements needed.

Section 9. The Director of Membership shall be responsible for the collection of dues, participation fees, fundraising fees and membership dues.

Section 10. The Director of Purchasing shall be responsible for purchasing equipment and any other items necessary for The Club.

Section 11. The Director of Signs, Safety & Pictures shall be responsible for the purchase and erection of outside signs and for all safety, in addition to insurance. The Director shall also be in charge of the pictures sponsored by The Club.

Section 12. The Director of Scheduling shall be responsible for the master schedule and scheduling rainouts for all sports in addition to scheduling and assigning practice fields. The Scheduler shall also schedule use of all facilities of The Club excluding the clubhouse.

ARTICLE VII **FINANCE**

Section 1. The fiscal year end of The Club shall be November 30. The financial records of The Club shall be maintained in accordance with generally accepted accounting practices. All State Charters and the 501(c)3 tax-exempt status issued by the IRS shall be maintained. Any tax forms and returns required by the Federal Government, State of Texas or local government shall be completed each year or as required by law and available to the membership for review.

Section 2. The funds of The Club shall be deposited in such bank or banks as the Directors designate and shall be withdrawn only upon the check or order of the Treasurer and shall be countersigned by the President or Vice President or in the case of Sub-Board Accounts, countersigned by the Sub-Boards' designated signator (typically the president or vice-president). Single signature accounts may be established by the Board that do not carry a balance greater than an amount set by the standing rules. All bank/financial statements of all Sub-Boards will be mailed to P.O. Box 920937, Houston, Texas 77292-0937 and never be changed without approval of the Board.

Section 3. The Board of Directors will retain the services of an independent Certified Public Accountant to conduct an annual financial review, to be completed by the first quarter of the

following calendar year. The Board of Directors or Membership has the authority to demand a full audit by an independent Certified Public Accountant at any meeting with a majority vote.

Section 4. The President, Vice President, Comptroller, Director of Membership, and Treasurer shall be bonded. The Treasurer will produce monthly statements of income and balance sheets to be submitted to the Board of Directors, and to be posted monthly.

Section 5. Each Sub-Board shall submit a proposed budget to the Board of Directors for review and approval, one month prior to the beginning of their season each year.

Section 6. No single event, project, or purchase may be made that exceeds \$500 without Board approval. In addition no single purchase that exceeds \$100 may be made without a purchase order issued by the Director of Purchasing or the President if the Director of Purchasing is not reasonably available unless the Corporate Board has approved such purchase through a direct vote, standing rules or a budgeted item. (This includes all purchases of The Club including Sub-Boards).

ARTICLE VIII **COMMITTEES**

Section 1. The Board of Directors shall appoint as many members to serve on the committees as the Chairman/Board of Director deems necessary to carry out its duties and all committee activities must be approved by the Board of Directors. No member of the Board of Directors can serve on more than four (4) committees.

ARTICLE IX **PARLIAMENTARY AUTHORITY**

Section 1. Robert's Rules of Order Newly Revised, as revised from time to time, shall govern The Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order The Club may adopt.

ARTICLE X **AMENDMENTS & STANDING RULES**

Section 1. These By-Laws may be amended by a majority vote of members present and voting in which a quorum of the membership is represented at the Annual Meeting or any other membership meeting when the proposed amendment has been posted and notice of such meeting has been sent out. Such notice must be made at least 30 days prior to such meeting and must be publicly known.

Section 2. Standing rules of The Club that govern all policies, procedures and activities of The Club should be attached to these By-Laws. The Standing Rules may be added, amended, or deleted by a two-thirds vote of the entire Board of Directors at any Regular Monthly Meeting. (This is not a 2/3 vote of present members but of all members present or not.) The Standing

Rules may also be added, amended, or deleted by a majority vote of the members at the Annual Meeting or any membership meeting called to address the Standing Rules or By-Laws. These Standing Rules shall have authority, priority, and governance over the Board, any Sub-Board, and any Officer or Director of the Board or Sub-Boards. These By-Laws and the Articles of Incorporation are the only rules or documents that have priority over the standing rules.

Section 3. It shall be the duties of the Board of Directors to perform such general services as the style of their committee name suggests and any such other duties applicable to the office as prescribed by the parliamentary authority adopted by The Club. Directors shall report at each club meeting.

Section 4. Special committees may be appointed by the President or Board as is necessary to carry out the duties of that office as prescribed in the By-Laws.

Section 5. All Sub-Boards are required to submit to The Club Board of Directors for review and approval by one month prior to opening day of the season, a copy of the Rules and By-Laws governing the sport and/or Sub-Board that year. In the event a copy of Rules and By-Laws governing the Sub-Board are not presented, these By-Laws where applicable will apply to the Sub-Board and the Board shall set the rules, policies and procedures for that Sub-Board.

ARTICLE XI **ELECTION RULES**

Section 1. All offices of The Club that are designated by and within these By-Laws to be directly elected, will have nominations from the floor for each directly elected office. A member may be nominated for more than one office. But if an individual member is elected to more than one office, he/she will immediately resign all but one office and nominations will be taken from the floor for the aforementioned vacated offices and the offices will be reelected by the membership. No member may be nominated to more than one office if that member is not present for the election meeting.

Section 2. All offices of The Club that are not designated by and within these By-Laws to be directly elected, will be nominated from the floor with and including all other Board of Directors Positions. These offices and director positions will be elected by cumulative voting.

Section 3. Each member (per Article III) shall be eligible to vote. Each member may cast one vote for each directly elected office.

Section 4. In the cumulative vote, each member may cast any number of votes up to, but not exceeding, the total number of positions to be elected by cumulative voting. No ballot position or candidate's name shall be entered on a cumulative ballot more than once. Any unintelligible ballot entry or ballot entry for an unidentifiable candidate or fictitious character or ballot entries that do not comply with the voting guidelines set out in this Article will be treated as an illegal vote and the entire ballot shall be deemed illegal.

Oaks Dads' Club Standing Rules

I. **Single Signature Accounts**

A single signature checking account may be established at Sterling Bank to be titled "Petty Cash Account." Such account will have the Treasurer as the primary signor and may include the President, Vice President and Buildings and Grounds Director at the Treasurer's discretion. No check drawn from this account shall exceed \$100.00 and at no time shall a deposit or transfer be made into this account to cause it to exceed a balance of \$3,000.00. As with all other accounts the Treasurer shall be responsible for all accounting and activities of this account and such shall be reported to the Board of Directors.

II. **Capital Improvement Account**

A dual signature account or accounts shall be established for the purpose of saving money for future capital improvements. Deposits or transfers may be made into these accounts at any time with board approval or under the direction of these rules. A mandatory contribution of five percent (5%) of the adjusted gross income of The Club (as determined by The Club CPA per Article VII Section 3 of the By-Laws) shall be deposited into these accounts no less frequently than annually (preferably quarterly.) Any distributions from this account shall require a two-thirds (2/3) vote of the board or a majority membership vote of a properly called membership meeting.

III. **League Sponsorship**

Each Team shall find a sponsor to donate to the general revenue of The Club to help offset team uniform and equipment costs. The current team sponsorship fees are \$375.00 per team.

IV. **Directed Team Sponsorships (2nd Sponsors or money raised for one specific team)**

Each regular league team must first raise a full League (non-directed) sponsorship for their respective team before directed sponsorship money can be raised.

The Youth Baseball By-Laws (old little league by-laws) forbid the raising of money for a specific team exclusively; all money must be pooled and equally distributed. The league sponsorship is still a requirement and any sponsorship or donations beyond that are appreciated but must be used for all teams, not just one team.

After the initial sponsorship amount is raised then the directed, or 2nd sponsorships, money can be raised.

Nobody may use The Club name to raise money or set up a bank or other monetary account without the ODC Board of Director's approval.

1. 10 % of all monies raised for a specific team shall be deposited into the ODC Capital Improvement Account.

2. The remaining 90% will be deposited into the ODC Checking account with a sub account accounting for each team's income & expenses. Purchase orders are not required.
3. All expenses must be for the use of the team it was raised for. Money cannot be transferred from team to team.
4. After a team has disbanded for 60 days any remaining money will be deposited into the Capital Improvement Account. (the ODC Board of Directors will decide if a team has disbanded.)
5. Any and all reimbursements must have an acceptable receipt or verification that an actual expense did occur.
6. Only the approved team coach or team mother may handle these transactions with the ODC Treasurer.
7. No team may use the ODC credit for the purchase of equipment without the prior approval of the Treasurer.

V. Advertisement

The cost for a sign advertisement shall be \$350.00. The sign will be erected for a period of two (2) years. At the end of the second year, the sign may be renewed for consecutive years, not to exceed a total of five (5) years, at a cost of \$150.00 per year for the remaining three (3) years.

VI. Fundraising

Any league that sponsors a fund-raising activity shall deposit 25% of all net income from said fund-raiser to the Capital Improvement account.

VII. Concession Stand Duty and Clean-up Day

All teams will be assigned at least one four hour concession stand shift as scheduled by the Corporate Board. There will be a minimum of four adults, at all times, required to work the shift. A team may choose to forego its designated concession stand shift by paying \$120.00 at least 7 days prior to their designated shift. Additionally, all teams will be required to attend one scheduled clean-up day. A minimum of five adults must be present during the entire designated clean-up time. A team that fails to complete either of these duties will forfeit their last win or first win of an ODC scheduled game as determined by the Corporate Board. This rule will be enforced by the ruling of the ODC Corporate Board.