



# Charlotte James Connolly Gaelic Football Club, Inc.

A North Carolina Non-Profit Corporation

## Bylaws

## ARTICLE I

### IDENTIFICATION

- 1.1 Name. The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of North Carolina, is Charlotte James Connolly Gaelic Football Club, Inc. (hereinafter referred to as the “Club”). The business of the Club may be conducted as Charlotte James Connolly Gaelic Football Club, Inc. or as Charlotte GAA, Charlotte GFC, Charlotte Gaelic Football Club, or Charlotte GAA Youth.
- 1.2 Location. The post office address of the principal office of this Club is 115 E. 5th St., Charlotte, NC 28202; and the Resident Agent in charge of such office is Kevin Devin.
- 1.3 Seal: The seal of the Club shall be circular in form suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words “Charlotte James Connolly Gaelic Football Club” and about the lower periphery thereof words “Corporate Seal” and “2006.”
- 1.4 Fiscal Year. The fiscal year of the Club shall begin at the beginning of the first day of January in each year and end at the close of the last day of December next succeeding.
- 1.5 Colors: The Club colors shall be Green and White.
- 1.6 Affiliates: The club is a member of the Southeast Division (“SED”) of the United States Gaelic Athletic Association (“USGAA”). As a member of the SED and USGAA, SED and USGAA rules and regulations supersede those of the Club. These bylaws shall be read in conjunction with and subject to the SED and USGAA bylaws, rules, and regulations.

## ARTICLE II

### PURPOSES AND POWERS

- 2.1 General Purpose. The Club is organized and operated for the following general purposes:
  - (a) Exclusively for charitable and educational purposes and to foster national or international amateur athletic competition within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 (As amended), including for such purposes, the making of distributions to

organizations which are recognized as exempt from tax under such 501(c)(3); and

(b) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of North Carolina which are consistent with the preceding paragraph.

2.2 Specific Purpose. The specific purposes of the Club include, without limitation, the following: In support of strong sense of community, the Club raises awareness and promotes Irish sports, culture and activities throughout North America. Our goal is to create a unified club that accepts the strengths and uniqueness of everyone. Through the power of sports and culture, the Club creates an unbreakable bond between our members. As we grow stronger, we strengthen our community through youth and community outreach programs.

2.3 Powers. The Club shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes

## ARTICLE III

### MEMBERSHIP

3.1 Qualifications For Membership. The members of the Club shall consist of such persons as: 1) apply for membership in the form and manner approved by the Executive Board of Directors; 2) subscribe to the purposes and goals of the Club; and 3) agree to abide by the Bylaws of the Club as amended from time to time

3.2 Classes of Members. The membership of the Club shall be divided into the following classes:

(a) Adult Members. Adult members include all athletes who are 18 years of age or older and are registered as a player on one of the Club's teams. An Adult Member has all the privileges of membership, may vote and hold office and may serve on a committee. Adult Members shall pay such dues as prescribed by the Board.

(b) Youth Members. Youth members include athletes who are under 18 years of age and are registered as a player on one of the Club's teams. A Youth Member has all the privileges of membership but may not vote or hold office. Youth Members shall pay yearly dues as prescribed by the Board.

(c) Social Members. Social members are those that subscribe to and undertake to further the aims and objective of the Club, but are not registered players on any of the Club's teams. A Social Member has all the privileges of membership, may vote and hold office and may serve on a committee. Social Members shall pay such dues as are prescribed by the Board.

(d) Honorary Members. Honorary members consist of distinguished individuals who have contributed outstanding services to the Club, who are voted into membership by the Executive Board of Directors. Honorary membership may be conferred upon individuals exclusively by the Board of Directors at the annual awards ceremony or Annual General Meeting. An Honorary Member may vote, hold office, serve on a committee, or register as a player on one of the Club's teams. These members also have the right to request to attend an Executive Board of Directors meeting for up to 30 minutes by submitting a request prior to such meeting to the Chairperson. An Honorary Member shall be exempt from paying the Club's annual membership dues. Honorary membership, once bestowed, shall be for life.

- 3.3 New Membership Categories. The Board shall have the authority to create new membership categories by a majority vote. The Board shall specify the rights and limitations of each new category at the time it is created.
- 3.4 Voting Rights. Except as otherwise provided by law or by the provisions of the Articles of Incorporation, every Adult Member/Social Member/Honorary Member in good standing (referred to as "voting members") shall be entitled to cast one (1) vote in respect to those matters submitted to the members for action or approval. All members other than Adult Members/Social Members/Honorary Members in good standing shall have no voting rights.
- 3.5 Dues. The Executive Board of Directors shall fix the annual dues for membership to the Corporation for such consideration as has been fixed by such Board of Directors pursuant to the provisions of Article V of these Bylaws.
- 3.6 Payment. Subject to the provisions of the Articles of Incorporation, the consideration for membership in the Club may be paid only in money, in other property, or in labor performed for, or services rendered to, the Club.
- 3.7 Transfer of Membership. The membership to the Club is non-transferrable.
- 3.8 Termination of Membership. The membership of each member of the Club will terminate upon the member's death, resignation, or failure to pay dues as previously described. Unless otherwise determined by the

Executive Board of Directors, each member's membership will immediately terminate if his or her membership dues have not been paid by the due date set and communicated by the Executive Board of Directors.

## ARTICLE IV MEETINGS OF THE MEMBERS

- 4.1 Place of Meeting: All meetings of members of the Club shall be held at such place, within the State of North Carolina, as may be specified in the respective notices or waivers of notices or waivers of notice thereof, or proxies to represent member's intent.
- 4.2 Annual General Meeting. The Annual General Meeting of the voting members for the election of the Executive Board of Directors, and for the transaction of such other business as may properly come before the meeting, shall be held the third Sunday of November of each year (beginning in the calendar year 2006). If for any reason the Annual General Meeting of the voting members shall not be held at the time and place herein provided, the same may be held at any time thereafter, or the business to be transacted at such annual meeting may be transacted at any special meeting called for that purpose.
- 4.3 Special Meeting. Special Meetings of the voting members for any purpose or purposes may be called at any time by the Chairperson, by a majority of the Executive Board of Directors, or upon written petition by not less than one-fourth of all voting members.
- 4.4 Motions. Motions to be voted on at the Annual General Meeting of the voting members or at any Special Meeting can be brought by the Executive Board of Directors as well as all other voting members of the Club. All motions by members are required to be submitted to the Executive Board of Directors at least 30 days prior to the Annual General Meeting. Motions to be voted on during special meetings, should be sufficiently described in the Notice for the special meeting as described below.
- 4.5 Notice. A written or printed notice, stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary or by the Officers or persons calling the meeting, to each voting member in good standing, at such address as appears upon the official roster of the Club, at least ten days before the date of the meeting. Notice of any such meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting

- is called, and the time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.
- 4.6 Voting. A majority count of voters on any motion other than to change the Statement of Purpose of the Club, before the meeting shall deem that motion as passed. The Statement of Purpose of the Club may only be changed with a three-quarter majority of eligible voters at an Annual General Meeting. Roberts Rule of Order may be followed to manage these proceedings.
- 4.7 Clause Proxies. A member may vote by proxy executed in writing by the member or a duly authorized attorney-in-fact. Proxies must be submitted to the Secretary in writing at least 7 days prior to the AGM or special meeting. No proxy shall be valid after six (6) months from the date of its execution, unless a longer time is approved by the Executive Board of Directors.
- 4.8 Clause Quorum. Unless otherwise provided by the Articles of Incorporation, at any meeting of members, a majority the members entitled to vote, represented in person or by proxy, shall constitute a quorum.

## ARTICLE V

### THE EXECUTIVE BOARD OF DIRECTORS

- 5.1 Directors. The Executive Board of Directors shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, Public Relations Officer, and Social Coordinator. Any two or more offices may be held by the same person, except that the duties of the Chairperson and Secretary shall not be performed by the same person.
- 5.2 The Chairperson. The Chairperson shall preside at all meetings of members and Directors, discharge all duties which devolve upon a presiding officer, and perform such other duties as this code of Bylaws provides or the Executive Board of Directors may prescribe. The Chairperson shall have full authority to execute proxies on behalf of the Club, to vote stock owned by it or any other Corporation, and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships or individuals the agent of the Club, all subject to the provisions of the North Carolina Non-Profit Corporation Act, the Articles of Incorporation and this code of Bylaws. The Chairperson is also responsible for maintaining a list of all Honorary Members within the Club's files.

- 5.3 The Secretary. The Secretary shall have the custody and care of the corporate seal, records, minutes and member book of the Club. The Secretary shall attend all meetings of the members, the Club and the Executive Board of Directors, and shall keep, or cause to be kept in a manner provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Executive Board of Directors or Board of Management, when required. The Secretary shall attend to the giving and serving of all notices of the Club, shall file and take charge of all papers and documents belonging to the Club and shall perform such other duties as this code of Bylaws, or the Executive Board of Directors may prescribe.
- 5.4 The Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Club. The Treasurer shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Club. The Treasurer shall immediately deposit all funds of the Club coming into its hands in some reliable bank or depository to be designated by the Executive Board of Directors, or whenever requested, a statement of the financial condition of the Club, and shall perform such other duties as this code of Bylaws, or the Executive Board of Directors may prescribe.
- 5.5 Delegation. In of the absence of any director of the Club, or for any other reason that the Executive Board of Directors may deem sufficient, the Executive Board of Directors may delegate the powers or duties of such director to any other director or to any member of the Board of Management, for time being, provided a majority of the entire Executive Board of Directors concurs therein.
- 5.6 Powers. Subject to any limitation of the Articles of Incorporation, the North Carolina Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business affairs of the Club shall be managed under the direction of the Executive Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:
- (a) To appoint and remove all officers of the Club subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.
  - (b) To conduct, manage and control the affairs of the Club, and to make such rules and regulations therefor, not inconsistent with law, or the Articles of Incorporation or the Bylaws, as they may deem best.

- (c) To designate any place for the holding of any membership meeting or Board of Directors meeting
  - (d) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Club, and to distribute, loan or dispense the same or the income and profits therefrom.
- 5.7 Term. The regular term of office for each director shall be one year, unless sooner terminated by death, incapacity, resignation or removal. However, the term may be extended until a successor has been elected. Directors may serve terms in succession.
- 5.8 Annual Transition. To maintain Club continuity, directors whose terms of office have expired shall ensure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, directors whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Club's financial accounts and signature cards.
- 5.9 Qualifications of Directors. Nominees for positions on the Executive Board of Directors must be current members in good standing that have exhibited an interest in and commitment to the purposes of the Club and have expertise/experience in areas relevant to the needs of the position. An individual can nominate themselves or be nominated by any member of the club. If a member of the club nominates an individual, that individual must accept the nomination in order to be named a candidate for election. Before accepting a nomination, individuals should consider whether they have the capacity to fulfil the duties of the position. It is recommended that any member accepting a nomination be prepared to serve on the board for a minimum of two years, subject to their re-election for a subsequent term after the expiration of their initial term.
- 5.10 Election of Directors. All directors shall be elected by the voting members of the Club.
- 5.11 Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. However, the Executive Board of Directors has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Executive Board of Directors, including those created by an authorized increase in the number of directors. In the event that the Executive Board of Directors decides not to fill a vacancy for a director whose office is subject to election by the voting members, the Chairperson may call a special meeting of the voting members to elect such director. In the event that less than a quorum of the Executive Board of Directors remains to fill vacancies, then in that event, a vote of



one hundred percent of the remaining directors shall be required to fill any vacancy.

- 5.12 Annual Meeting. The Executive Board of Directors shall meet each year immediately following the Annual General Meeting of the members, at the place where such meeting of the members has been held, for the purpose of organization, appointment of the Executive Board of Management, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of its annual meeting. If such meeting is not held as above provided, the appointment of officers may be had at any subsequent meeting of the Executive Board of Directors.
- 5.13 Other Meetings. Other meetings of the Executive Board of Directors may be held upon the call of the Chairperson, or of two or more members of the Executive Board of Directors at any place within or without or without the State of North Carolina, upon forty-eight hours notice, specifying the time, place and general purpose of the meeting, given to each Director, either personally, by mailing, or sent by email. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived; similar notice may likewise be waived by absent Directors, either by written instrument or by email.
- 5.14 Quorum. At any meeting of the Executive Board of Directors, the presence of a majority of the members of the Executive Board of Directors then qualified and acting shall constitute a quorum for the transaction of any business except the filling of vacancies in the Executive Board of Directors.
- 5.15 Committees. The Executive Board of Directors may establish standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the North Carolina Nonprofit Corporation Act. The Executive Board of Directors may refer to the proper committee any matter affecting the Club or any operations needing study, recommendation, or action. Except in cases where these Bylaws or the Executive Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Executive Board of Directors. The Board shall appoint the members of such committees.

## ARTICLE VI

### THE BOARD OF MANAGEMENT

- 6.1 Officers. Up to 12 appointed officers who shall be in its entirety termed as "The Board of Management" may be appointed by the Executive Board

of Directors. The Executive Board of Directors by resolution may create and define the duties and titles of offices in the Board of Management through the administration rules and may elect or appoint persons from time to time to fill such offices.

- 6.2 Responsibility. The Board of Management is subordinate and responsible to the Executive Board of Directors.
- 6.3 Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the Club, or otherwise, the same shall be filled by the Executive Board of Directors, and the officers so elected or appointed shall hold office until a successor is chosen and qualified.

## ARTICLE VIII

### BOOKS AND RECORDS

- 7.1 Place of Keeping. Except as otherwise provided by the laws of the State of North Carolina, by the Articles of Incorporation of the Club, or by these Bylaws the books and records of the Corporation may be kept at such place or places, within or without the State of North Carolina as the Executive Board of Directors may from time to time by resolution determine.
- 7.2 Member Register. The original or duplicate member register shall be employed by the Club either within or without the State of North Carolina, a complete and accurate member's list, alphabetically arranged, giving the names and addresses of all members shall be kept at the principal office of the Club in the State of North Carolina.

## ARTICLE VIII

### CONTRACTS, CHECKS, NOTES, ETC.

- 7.3 General. All contracts and agreements authorized by the Executive Board of Directors, and all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money, shall, unless otherwise directed by the Executive Board of Directors, or unless otherwise required by law, be signed by any two of the following officers, who are different persons: Chair, Treasurer or Secretary.

## ARTICLE VIII

### PLAYERS, TEAMS, AND CODES

- 8.1 USGAA Championship Games. In order for a player to participate in USGAA Championship games (this includes both divisional games and

playoffs), regardless of the Club membership class in which they belong, the player must comply with USGAA registration requirements.

8.2 Annual Selection of Code. On an annual basis each player registered with the Club, must designate only one (1) code in which they will participate for the purposes of USGAA championship games. The deadline for this election is (a) two (2) weeks prior to the earliest championship game in either code or (b) July 1<sup>st</sup> ; whichever of these dates occurs first. This election will remain in effect for the entire year and will be the only code the players is permitted to participate in for USGAA championship play. Players may still play in both codes in any other tournament, friendly, or intra city competition. Exceptions can only be granted by the Executive Board of Directors, if all of the following conditions are met:

- (a) The team of the players previously elected code has completed their season and will no longer play any more games
- (b) The team for the code the player wishes to switch to is unable to field a team and have five (5) substitutes
- (c) No rookies are available to play for the team in the code the player wishes to switch to

If an exception is granted by the Executive Board of Directors, the player will not be permitted to start in any games for the remainder of the season if there is a player available to play in which that code was their first selection.

## ARTICLE IX

### PROHIBITED ACTIVITIES

9.1 Actions Jeopardizing Tax Status. This Club shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under 501©(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law.

ARTICLE X  
AMENDMENTS

- 10.1 General. The power to make, alter, amend or repeal this code of Bylaws is vested in the Executive Board of Directors, but such action requires approval of the members pursuant to the provisions of Article IV of these Bylaws.

I hereby certify that the foregoing Bylaws were duly updated by the Executive Board of Directors of the Club to be effective as of this 16th October day of 2021.

Signed By:



Full Name: David Flanagan

Title: Chairperson