

Bylaws
of
The Medalist Club
An Alabama Nonprofit Corporation

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ARTICLE I – NAME AND OFFICES

The name of the organization is The Medalist Club (the “Corporation”). The principal office of the Corporation shall be located in Tuscaloosa County, Alabama. The Corporation may also have other offices within and outside of the State of Alabama as the Board of Directors (collectively, the “Board,” and each, individually, a “Director”) may from time to time determine or the business of the Corporation may require.

ARTICLE II – PURPOSE

The purposes of the Corporation shall be those set forth in the Articles of Incorporation, as may be amended from time to time.

ARTICLE III – BOARD OF DIRECTORS

Section 3.1 – General Powers

The Board shall manage the affairs of the Corporation. Directors need not be residents of the State of Alabama, but they must be able to attend regular meetings of the Board.

Section 3.2 – Number, Tenure, and Qualifications

The Board shall consist of eighteen (18) members: nine (9) Directors, seven (7) Officers, the gymnastics coach of the University of Alabama, and a representative from the University of Alabama Athletic Department. These nine (9) Directors shall serve no more than two (2) consecutive three-year terms. The seven (7) Officers consist of the following: President, President-Elect, Secretary, Treasurer, President Ex-Officio, Membership Chairperson, and Parliamentarian. The representative from the University of Alabama Athletic Department must be proposed by the gymnastics coach and approved by the Board. The University of Alabama Athletic Department representative and gymnastics coach serve as advisors to the Board, and they do not maintain the power to vote like the other sixteen (16) members of the Board. Except for the gymnastics coach and the University of Alabama Athletic Department, all nominees to the Board must be Members in good standing of the Medalist Club.

Section 3.3 – Regular Meetings

The Board shall hold an annual general membership meeting at a place, whether that be in person or remotely, and time fixed by the Board, at which meeting the Members shall elect Directors and Officers and transact any other business as shall come before

the meeting. Members will have a week to cast their votes online regarding any business for which they are eligible to vote. All newly elected Officers and the three newly elected Directors from the annual meeting will take their positions at the next scheduled meeting of the Board.

The Board shall hold regular Board meetings on the third Tuesday of every month at a time fixed by the Board. The Board may provide by resolution the time and place, either within or outside of the State of Alabama, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 3.4 – Special Meetings

Special meetings of the Board may be called by or at the request of the President or any two Directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the State of Alabama, for this special meeting.

Section 3.5 – Notice

Notice of any special meeting of the Board shall be given to each Director at least two weeks prior to the date requested. This notice can either take the form of physical mail or electronic mail. If the notice comes in the form of physical mail, the notice must be delivered or personally sent to each Director's address as it is noted in the Corporation's records. Such notice shall be deemed to be delivered when deposited in the United States Postal Service, sent in a sealed envelope addressed to the Director.

If the notice comes in the form of electronic mail, the notice must be sent to each Director's stated electronic media address. Such notice must also include a request for acknowledgement of the notice being received, with replies being forwarded to the Secretary for recording in the minutes of the next meeting.

The attendance of a Director at any Board meeting shall constitute a waiver of notice of such meeting, special or regularly scheduled. Any Director may waive notice of any meeting. The attendance of a Director at any Board meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of any regular or special meetings of the Board do not need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 3.6 – Quorum

A majority of the voting Directors of the Board shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the voting Directors are present at the meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 3.7 – Manner of Acting

Where a quorum is present, the act of a majority of the Directors present at the meeting shall constitute the act of the Board, unless the law or these Bylaws require a greater number or proportion of affirmative votes.

Section 3.8 – Vacancies

Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Vacancies may occur when a Director is no longer able to fulfill his duties of the office. A vacancy must be filled by the second meeting following a notice of vacancy.

Section 3.9 – Compensation

The Corporation shall not pay compensation to Directors for services rendered to the Corporation in their capacity as Directors.

Section 3.10 – Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if all of the Directors sign a written consent that sets out the action to be taken.

Section 3.11 – Removal of a Director

Directors may be removed from the Board after missing three consecutive meetings, for violation of any of the articles of these Bylaws, or for due cause. Removal of a Director requires the approval of 12 members of the Board of Directors.

ARTICLE IV – OFFICERS

Section 4.1 – Officers

The Officers shall consist of the following: President, President-Elect, President Ex-Officio, Treasurer, Membership Chair, Secretary, and Parliamentarian.

Section 4.2 – Election of Officers

Officers shall be elected at the annual meeting by open vote of the Members. The Treasurer, Membership Chair, Secretary, and Parliamentarian Officers enjoy two-year terms and may be re-elected without restriction if so voted by the Members at the end of a two-year term.

The President-Elect shall be elected annually to a three-year term. During the first year, the President-Elect will serve their responsibilities as President-Elect. During the second year of their term, they will transition to the position of President. During the third year of their term, they will become President Ex-Officio.

Nominees for Officer positions must be Members in good standing of the Medalist Club.

Section 4.3 – President-Elect

The President-Elect shall perform the duties of the President in the absence of the President. In addition, upon completion of the first year of their term, the President-Elect shall succeed to the office of President. Additional duties may include:

- Acting as program chairperson for the annual meeting
- Performing the duties assigned by the President
- Acting as chair of the Nominating Committee

Section 4.4 – President

The President shall be the Chief Executive Officer of this organization and shall have all such powers as usually pertain to the office of President, except where limited by this constitution. In addition, upon completion of the second year of their three-year term, the President shall succeed to the office of President Ex-Officio. Duties of the President shall include:

- Appointing all committees
- Preserving order
- Regulating debate
- Casting the deciding vote in case of a tie vote

Section 4.5 – President Ex-Officio

The President Ex-Officio shall assume the duties of either President or President-Elect if neither is present for a meeting.

Section 4.6 – Treasurer

The Treasurer shall keep correct records of all financial proceedings of the organization. Additional duties of the Treasurer include:

- Verifying all deposits and disbursing all monies of the organization at the direction of the Board
- Keeping accurate records of all receipts and disbursements
- Handling all tax records
- Preparing all financial reports required, which include:
 - Preparing financial reports for regular Board meetings
 - Preparing and providing all financial information and reports necessary for payment of taxes and audits
 - Preparation of financial reports required to be in compliance with any federal, state, or local law and University of Alabama rule
- Ensuring that the Medalist Club’s activities adhere to the requirements by the Internal Revenue Service so as to maintain the organization’s 501(c)(3) status

Section 4.7 – Membership Chair

The Membership Chair shall keep accurate records of all dues-paying Members of the organization and honorary and faculty Members. Additional duties include:

- Advising the Board of membership levels and numbers
- Keeping accurate records of all Member merchandise ordered and disbursed
- Depositing any funds that may be sent to the chair physically (i.e., cash, check, etc.) or virtually (i.e., via electronic banking or online payment services such as PayPal or Venmo)
- Preparing enrollment literature and all mail-outs to Members and/or prospective Members

Section 4.8 – Secretary

The Secretary shall keep correct minutes of all proceedings of the organization. Additionally, the Secretary shall attend to all correspondence of the organization.

Section 4.9 – Parliamentarian

The Parliamentarian shall ensure that meetings are conducted in accordance with these Bylaws and Robert’s Rules of Order. Additional duties include:

- Providing the President with help, guidance, and support with questions related to meeting conduct
- Providing opinions as to the proper procedures to accomplish objectives
- Assisting with the planning of meetings
- Assisting with the drafting and interpretation of Bylaws
- Overseeing the administration and enforcement of the Conflict of Interest Policy.

ARTICLE V – MEMBERSHIP

Section 5.1 – Members

The Members of this organization shall consist of Active Members and Honorary Members.

Section 5.2 – Eligibility

Annual dues shall be paid by all Members at the time of joining this organization. The Board shall be responsible for setting the price and benefits of each membership tier. Dues shall not be pro-rated. The membership year shall begin on September 1 and end on August 31 of the following year.

Section 5.3 – Honorary Members

Any person who shall have been an Active Member in good standing for a period of twenty-five (25) or more consecutive years may request, in writing, an honorary membership in the Corporation. This period of membership requirement may, at the option of the Board, predate the adoption of the constitution and bylaws of this Corporation. The Corporation may, by a majority vote of its Board, grant such honorary membership as it deems advisable due to the health, absence from town, or unusual business conditions of the applicant, such honorary memberships not to exceed in number ten percent (10%) of the active membership of the Corporation. Honorary Members shall be exempt from payment of dues. The Honorary Members shall have no voting power at the annual meeting, but otherwise shall enjoy the same rights and privileges as Active Members of the Corporation. Any and all personnel connected with the coaching staff of the University of Alabama gymnastics team, the President of the University of Alabama, and the Athletic Director of the University of Alabama shall be considered Honorary Members of the Corporation.

Section 5.4 – Transferability of Membership

An individual may not transfer their membership in the Corporation to another individual.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of August and end on the last day of July of the following year.

ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 7.1 – Contracts

The Board may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2 – Checks, Drafts, and Orders for the Payment of Money

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer of the Corporation.

Section 7.3 – Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 7.4 – Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII – BOOKS AND RECORDS

The Treasurer shall keep correct and complete books and records of account and provide these documents to the Corporation. The Secretary shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board. The Secretary shall also provide the Corporation with the minutes, which may be posted online.

The Corporation shall keep at its registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Member, Director, or Officer, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX – WAIVER OF NOTICE

Whenever any notice is required under the provisions of the Alabama Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a Member or Members entitled to such notice may sign a waiver of such notice in writing. This signed waiver shall be deemed equivalent to the receipt of such notice.

Alternatively, a Member's attendance at a meeting shall constitute waiver of notice unless the Member attends the meeting for the purpose of protesting improper notice at the beginning of the meeting.

ARTICLE X – AMENDMENTS TO BYLAWS

Bylaws may be amended by a two-thirds (2/3) vote of the Active Members attending the annual general membership meeting, provided that the proposed amendment is submitted to each Member in writing or by public notice via electronic means at sites accessible to all Members thirty days before the annual meeting. All bylaw amendments approved will be effective immediately.