

The Twin Cities Robert Emmets Bylaws.

Article I. – Identity

Section 1.01 – Name: This organization shall be known as Twin Cities Robert Emmets or the TCRE.

Section 1.02 – Emblem: The emblem is a crest shield with hurleys crossed over the Stone arch Bridge, the North Star in the sky, and the Mississippi River running through the middle. Across the top of the shield, the emblem says, “Roibeard Eiméid C.L.G.”

Article II. – Purpose

The Twin Cities Robert Emmets Hurling Club is organized to promote and develop the amateur sport of hurling in the Twin Cities and Minnesota; provide education and training to both children and adults regarding hurling skills and the history of the game; educate the public about Irish culture; promote culture awareness in Minnesota; and foster a sense of community among members.

Article III. – Definitions

Section 3.01 –

Corporate Year: The period between Annual Meetings.

Fiscal Year: January 1st to December 31 of each year.

Section 3.02 – Member: An individual who has paid annual dues in full.

Section 3.03 – Quorum: A quorum of the TCRE Board shall consist of a majority of the sitting TCRE Board.

Section 3.04 – TCRE At-Large Voting: Voting or petitioning by one or more TCRE members

Article IV. – Membership

Section 4.01 – Term: Membership is valid upon payment of dues for the corporate year subject to termination.

Section 4.02 – Dues

- (a) The TCRE Board will establish the amount of membership dues for all categories of membership (Player, Social, and Sponsor).
- (b) After September 1 of each year, the dues for the remaining season of that year will be one-half the annual dues, rounded up to the nearest \$5.00 (US).

Section 4.03 – Membership Categories, Qualifications and Rights

(a) Player Member

- (i) **Qualifications:** Any individual member who is at least 18-years old, has paid the required membership dues, and intends to play hurling under guidance of the TCRE. Any member under the age of eighteen may play hurling only after providing the TCRE with a signed parental consent form.

(ii) Rights

- 1) Participation at TCRE Annual General Meeting
- 2) TCRE At-Large voting
- 3) Eligibility to hold any position within the TCRE for which the individual is qualified
- 4) Participation in City League
- 5) Participate in training sessions and/or scrimmages.

(iii) Member Categories

- 1) Student. Pays 75% of dues and needs to show appropriate student ID.
- 2) Youth. Pays 50% of dues. Under 18 years of age by NACB Registration date.
- 3) Adult. Pays 100%/full dues.

- (iv) *Prospective Player*
 - 1) Qualifications: Any interested party in the general public who is considering whether to become a Member of the TCRE. Such persons need not pay any dues.
 - 2) Rights: Participate in a maximum of five training sessions and/or scrimmages
- (b) Social Member
 - (i) *Qualifications*: Any individual member who has paid the required membership dues, but has elected not to play hurling
 - (ii) *Rights*
 - 1) Participation at TCRE Annual General Meeting
 - 2) TCRE at-large voting
 - 3) Eligibility to hold any position within the TCRE for which the individual is qualified
 - 4) The right to become a Player Member by paying the additional fee required for such membership.
- (c) Sponsor Member
 - (i) *Definition*: An individual or any agent of any business entity or organization that is a signed sponsor of the TCRE. The sponsor must provide the board with written notice of the agent(s) name(s) and contact information.
 - (ii) *Rights*
 - 1) Attend the TCRE Annual General Meeting
 - 2) Any other rights and obligations set forth in a Sponsorship Agreement.

Section 4.05 – Membership Termination

- (a) Resignation of Membership
 - (i) Any individual may resign membership by providing the Board with written notice.
 - (ii) Membership is considered terminated upon failure to pay membership dues by the date of registration or arrange a payment plan with the TCRE Treasurer. Dues are set by the Board
 - (iii) Sponsorship shall be considered terminated upon dissolution of the sponsoring organization
 - (iv) The membership of any individual shall be considered resigned upon death.
- (b) Expulsion
 - (i) The membership of any member shall be considered terminated if determined by a simple majority, vote of the Board that said member has acted in a manner, or conduct injurious, or detrimental to the order, best interest, or welfare of the TCRE. The member has the right to appeal within a thirty- (30-) day period following notice of expulsion and right to appeal to the Board. The Board reserves the right to reconsider the decision after the member has appealed.
 - (ii) Expelled members wishing to regain membership must submit a written request to the Board in the corporate year. A majority vote of the Board in favor of the expelled member restores the privilege of membership. Dues must be paid in full regardless of previous membership status in current corporate year.
- (c) Consequences of Termination: All property of the TCRE shall be returned to the TCRE upon termination. No such terminated member shall be entitled to the return of any fees or dues paid to the TCRE during their tenure.

Section 4.06 – Membership Not Transferable and Non-Assignable

- (a) No individual member shall have the right to transfer or assign their membership, or any of the associated rights and obligations, to any other individual or entity.
- (b) No sponsor shall have the right to transfer or assign their Sponsor Membership to any other sponsor. A sponsor maintains the right to change their identified agents.

Section 4.07 – Membership Recognition

- (a) A membership to the TCRE will be allowed on an individual basis only. That is, more than one individual cannot be party to a single membership.

- (b) A Sponsor Membership to the TCRE will be allowed on an individual sponsor basis only. That is, more than one sponsor cannot be party to a single membership. A sponsor reserves the right to use the same representative as a fellow sponsor.

Article V. – TCRE Board

Section 5.01 – Size: The Board will consist of no more than five (5) elected members.

Section 5.02 – Eligibility

- (a) Only Player Members and Social Members may be Board Members.
- (b) To be eligible for the Co-Chairs positions, a TCRE member will have to serve in an official capacity for the TCRE for one full year.

Section 5.03 – Elections

(a) Nominations

- (i) All TCRE members may nominate and vote to elect all TCRE board members, including the Co-Chairs.
- (ii) From herein each Board member will serve a two-year term with the following exception; One of the Co-Chairs and PRO will serve from 2009 to the 2010 Annual General Meeting. At that time these positions will be open for re-election and the elected officer will serve two-year terms thereafter. As such, the three remaining positions will serve from 2009 to 2011, 2011 to 2013, etc.
- (iii) The Board will provide Notice of Elections 21 days before the Annual General Meeting.
- (iv) All members who wish to nominate either another member or themselves for a board position must submit a letter of intent to serve on the TCRE Board. This letter of intent should outline the nominated candidate's qualifications and skills for the sought position. This letter is addressed to the Co-Chairs and must be received at least one week before the Annual General Meeting.
- (v) No member can accept nominations for more than one Board position in any corporate year.

(b) Voting

- (i) At the Annual General Meeting, all members who have submitted a letter of intent on behalf of either themselves or another TCRE member may formally nominate that person to serve on the TCRE Board. Such nomination must be seconded by another TCRE member.
- (ii) All nominees who are eligible under these bylaws to serve in the sought position must accept or decline the nomination.
- (iii) After all nominees have either accepted or declined their nominations, all TCRE members will vote on candidates based on: qualifications of candidate to position applied for, interpersonal skills, commitment, and time availability and constraints.
- (iv) For each board position, the candidate receiving the most votes will be elected to that position. If two or more members receive the same number of votes, these members will participate in a runoff election at the Annual General Meeting. In the event of a second tie, the TCRE Board oversees a coin flipping contest and the first coin toss will win.

(c) Special Elections

- (i) Special Elections are required in the event that the number of individuals that comprise the Board becomes less than five (5). In such circumstances, the Board will provide members with an opportunity to submit nominations and will also provide one-week notice of the Special Election and a one-week period in which to submit any votes in writing to the Board,
- (ii) In the case of a Special Election, all Board vacancies will be filled.

Section 5.04 – Term

- (a) A Board Member elected by means of a General Election after 2010 holds a two (2) corporate year term subject to termination as provided in Section 5.05.

- (b) A Board Member elected by means of a Special Election holds the position until the end of their respective term subject to termination as provided in Section 5.05.

Section 5.05 – Termination

(a) Resignation

- (i) A Board Member must relinquish his or her position upon written notice to the existing Board, Coordinators and Standing Committee Heads.
- (ii) A Board Member who allows his or her membership to lapse will relinquish his or her position on the Board.
- (iii) A Board Member shall be considered resigned upon the failure to attend three consecutive meetings without acceptable notice.
- (iv) A Board Member shall be considered resigned upon death.

(b) Expulsion

- (i) A Board Member can be removed from the Board if 4/5 of the Board vote to expel the Board Member based on a determination that said Board Member engaged in conduct injurious or detrimental to the order, best interest, or welfare of the TCRE.
- (ii) A Board Member can also be removed from the Board if a three-fifths (3/5) majority of TCRE members sign a petition requesting the expulsion of said Board Member because the Board Member engaged in conduct injurious or detrimental to the order, best interests, or welfare of the TCRE. In the case of a simple majority TCRE petition, Board Members have no recourse than to relinquish their position.
- (iii) Expulsion from the Board does not constitute expulsion from the TCRE.

(c) Replacement of Board Members

- (i) A vacant position on the Board can only be filled by means of a Special Election.

Section 5.06 – Responsibilities

- (a) By-Law Amendments: Amendments to the By-Laws require a simple majority approval by the Board.
- (b) Budget Approval: All budgets and spending levels will require a simple majority approval by the Board and mandatory approval by the Treasurer.
- (c) Committee and Coordinator Recommendation Approval: Recommendations require approval of a simple majority of a quorum by the Board.
- (d) Ad-Hoc Approval: All other decisions that will affect the administration, perception, facilitation or the financial well being of the TCRE will require simple majority approval of a quorum by the Board.

Section 5.07 – Voting

- (a) Unless otherwise set forth in these by-laws, TCRE business is conducted by a simple majority vote of a quorum.
- (b) A proxy vote is allowed if the vote was received in writing, whether by e-mail, mail, or in person, by the Board Co-Chair. A proxy vote is always read into the Board Meeting minutes

Section 5.08 – Over-Ruling: A ruling by the Board can be overruled by a simple majority petition of TCRE members at a meeting scheduled by the Co-Chairs. The petitioning member will submit, lead, and read the petition. It is the petitioning member's responsibility to contact all TCRE members and sponsors with regard to the petition and the petition meeting.

Article VI. – Description of TCRE Positions

Section 6.01 – Board Eligibility: Any TCRE Member may hold a board position given that he or she meets any requirements set forth in these bylaws, has been nominated, and has been accepted by the General Election Vote.

To be eligible for the Co-Chairs positions, a TCRE member must serve in an official capacity for the TCRE for one full year.

Section 6.02 - Responsibilities of Each Board Member

(a) Co-Chairs

- (i) The Co-Chairs will be collectively responsible for the Administrative Duties and the Operations Duties. They are responsible for the day-to-day administrative and operations duties and have the authority to make decisions regarding these operations.
- (ii) Upon their election, the Co-Chairs will assume responsibility for the following duties to ensure effective management of these duties:
 - 1) Managing the Public Relations Officer and Treasurer.
 - 2) Managing the Development Officer and the Competition Committee.
 - 3) Directing the Sponsorship Committee.
 - 4) Directing the communication operations.
 - 5) Directing Field Operations.
 - 6) Overseeing Competition Committee
 - 7) Producing a budget in partnership with the rest of the Board.
 - 8) Acting as an internal/external TCRE liaison.
 - 9) Procuring equipment.
 - 10) Maintaining member files, including hold harmless agreements, insurance documents, and player information.
 - 11) Providing members with insurance information.
 - 12) Making changes to bylaws.
 - 13) Calling meetings, prepare agenda, and prepare minutes

(b) Public Relations Officer (PR Officer) is responsible for the day-to-day public relations and communication activities of the TCRE.

- 1) The PR Officer will perform duties under the direction and with the assistance of the Co-Chairs.
- 2) The PR Officer will appoint/delegate individuals and subcommittees to assist with various project matters.
- 3) The PR Officer is responsible for supporting the Co-Chairs in all cultural contacts.
- 4) The PR Officer is responsible for tracking game score statistics and reporting them directly to the public outlets as well as to the Co-Chairs.
- 5) The PR Officer is responsible for assisting the Co-Chairs prepare media materials.
- 6) The PR Officer is responsible for promotional literature, including the TCRE Newsletter.
- 7) The PR Officer is responsible for assisting in the organization of public events.
- 8) The PR Officer is responsible for assisting with the fundraising efforts for the TCRE.
- 9) The PR Officer is responsible for managing the TCRE website

(c) The Treasurer is responsible for the day-to-day accounting activities of the TCRE.

- 1) The Treasurer will perform his/her duties under the direction and with the assistance of the Co-Chairs.
- 2) The Treasurer will appoint/delegate individuals/sub-committees to assist with various financial and asset matters.
- 3) The Treasurer is responsible for budgeting, including the preparation of an annual budget and reconciled quarterly financial reports.
- 4) The Treasurer is responsible for providing financial updates at Board meetings.
- 5) The Treasurer is responsible for equipment purchase and distribution.
- 6) The Treasurer is responsible for jersey procurement.
- 7) The Treasurer is responsible for preparing and submitting all federal and state income filings.
- 8) The Treasurer is responsible for maintaining a list of operational expense and ensuring timely payment of such expenses.

- (d) The Development Officer is responsible for day-to-day development activities of the TCRE.
- 1) The Development Officer will perform his/her duties under the direction and with the assistance of the Co-Chairs.
 - 2) Appoint/delegate individuals/sub-committees to assist with various recruitment and youth development.
 - 3) Recruiting members.
 - 4) Directing registration, including registration with the North American GAA.
 - 5) Directing youth development initiatives.
 - 6) Acting as liaison with local colleges and universities as well as any related cultural organizations.

Section 6.03 – Competition Committee

- (a) Membership: The Competition Committee (CC) consists of the Co-Chairs of the Board, the team manager, the nominated captains, and other appointees. The Competition Committee will perform its duties under the direction of the Board.
- (b) Responsibilities
- (i) The CC is responsible for the City League, including the draft process, team selection, and the facilitation of practice drills.
 - (ii) The CC is responsible for preparing new captain appointment recommendations.
 - (iii) Members of the CC must attend practices weekly.
 - (iv) Members of the CC are responsible for referee selection, training, and direction.
 - (v) The CC is responsible for scheduling any additional practices associated with the City League.
 - (vi) The CC will collect information and enforce or recommend punishment/penalties to individuals who have acted in a manner, or conduct injurious, or detrimental to the players or to the order, best interest, and welfare of the TCRE.

Article VII – Meetings

Section 7.01 – Annual General Meeting

- (a) An Annual General Meetings will be held no less than every three hundred, sixty-five (365) days with no less than twenty-one days notice to Members.
- (b) Board Members are required to attend.

Section 7.02 – Board Meeting

- (a) All Board Members shall attend at least three-fourths of all Board Meetings. Failure to do so will result in expulsion of this member from the Board.
- (b) Any member may attend a Board Meeting and, upon written notice to the Board, may present the Board with a proposal or information. Any such presentation shall be limited to ten minutes unless the Board agrees to extend this period. The Board is not required to make a decision at that time.
- (c) The Board may choose to hold a Board Meeting by teleconference, provided that a quorum of board members participates in the teleconference.

Section 7.03 Requirements

- (a) Neither the Annual General Meeting nor any Board Meeting at which a vote will occur shall be conducted without a quorum of the sitting Board.
- (b) Neither the Annual General Meeting nor any Board Meeting shall be conducted without minutes being recorded.
- (c) Neither the Annual General Meeting nor any Board Meeting shall be adjourned without a majority vote of present Board Members.

Article VIII. Establishment of Rules

Section 8.01 – Rules of Conduct: The Board shall establish Rules of Conduct, including club policy, for the TCRE, including without limitation all rules for

- (a) The conduct of club play;
- (b) Tournaments sanctioned by the TCRE ; and
- (c) A code of conduct and responsibilities for all elected and appointed positions within the TCRE.

Section 8.02 – Binding Effect: Such rules, when adopted, are binding upon the members of the TCRE and are fully incorporated into these Bylaws.

Section 8.03 – Amendment: The Rules may be amended by a simple majority vote of a quorum of the Board.

Article IX. Dissolution

Section 9.01 – Voluntary Dissolution

- (a) The TCRE will be voluntarily dissolved upon a simple majority vote by the full Board and a three-fourths (3/4) vote of the TCRE members.
- (b) A sixty (60) day notice of the vote is required. At the expiration of the notice, non-voting members will default to a vote in favor of dissolution.

Section 9.02 – Involuntary Dissolution

- (a) The TCRE will be involuntarily dissolved upon a three-fourths (3/4) vote of the TCRE members. A one-half (1/2) TCRE member petition to the Board is required to instigate the notice.
- (b) A sixty (60) day notice of the vote is required. This notice must state that a Member's failure to vote by the expiration of the notice constitutes a vote against dissolution.

Section 9.03 - Dissolution by Inactivity: In the case that a full Board cannot be achieved by means of an election or willing individuals, the TCRE will be dissolved.

Section 9.04 - Dispersion of Funds: Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, any remaining assets shall be distributed for one or more of the corporation's exempt purposes described in Article II of this Amended and Restated Articles of Incorporation.