

# **By-Laws of the Chautauqua Sports Hall of Fame**

## **ARTICLE I – PURPOSES**

To establish a sports hall of fame to honor athletes and others involved in athletics associated with Chautauqua County and to compile and maintain statistics and records of achievement of persons so honored.

To provide a means by which the sports history in Chautauqua County may be compiled, traced and preserved and to provide grants, scholarships, or other financial assistance to individuals and organizations.

To operate as an Internal Revenue Service Code 501(c)(3) corporation.

To establish an endowment fund to support the mission of the organization.

## **ARTICLE II – MEMBERSHIP**

1. The Board of Directors will solicit non-voting individual and corporate/business memberships in the Chautauqua Sports all of Fame with rates and benefits to be determined annually by the Board. The memberships will run concurrent with the CSHOF fiscal year.
2. All Directors must purchase an annual membership.
3. A member who desires to become a Director should notify a sitting Director to have the member's name nominated for inclusion on the ballot for the next Board election.

## **ARTICLE III – DIRECTORS**

### **1. GOVERNANCE**

The Hall of Fame shall be governed by the Board of Directors, which shall consist of thirty-one Directors, who shall serve with no compensation.

### **2. ELECTION AND TERMS OF DIRECTORS**

The annual election of the Board of Directors shall be held subsequent to the announcement of the election at the June meeting of the Board. All sitting Directors shall be given the opportunity to submit their own names for re-

election. Sitting Directors may nominate additional candidates for the Board, providing a seconding motion is attained.

The Secretary or designee of the Board shall mail ballots to all Directors. The Directors will have fourteen days to return the ballot to the Secretary or designee. The Secretary or designee shall tabulate the votes and notify all Directors of the results prior to the August Board meeting. The candidates who receive the greatest number of votes shall constitute the new Board. The Board of Directors so elected shall hold office until the next election.

### 3. VACANCIES ON THE BOARD

Vacancies occurring on the Board may be filled by the President subject to approval of the Board of Directors.

### 4. REMOVAL OF DIRECTORS

A Director may be removed by a two-thirds secret ballot vote of the Board of Directors. The Secretary or designee of the Board shall mail ballots to all Directors. The Directors will have fourteen days to return the ballot to the Secretary or designee. The Secretary or designee shall tabulate the vote and notify all Directors of the result.

### 5. RESIGNATION OF DIRECTORS

A Director may resign from the Board by giving written notice to the President or Secretary. The resignation will take effect upon receipt of the notice by the officer.

### 6. QUORUM OF DIRECTORS

The presence of one-third of the currently seated Directors at a Board meeting shall constitute a quorum and shall be necessary to conduct the business of the Hall of Fame.

### 7. ACTION OF THE BOARD

The vote of a majority of the Directors present at the time of a vote, providing a quorum is present, shall be the act of the Board. Each Director present shall have one vote.

### 8. PLACE AND TIME OF BOARD MEETINGS

Regular meetings of the Board of Directors shall be held monthly, unless otherwise decided by the Board. Meetings may be at the Hall of Fame or such

other place as the Board may determine. All Directors will be properly notified of the time and place of Board meetings.

Special meetings of the Board may be called by the President or by written request by at least two Directors. Each Director shall be given notice of such special meetings at least three days in advance.

#### 9. ADJOURNMENT

A majority of the Directors present at a Board meeting, whether or not a quorum is attained, may adjourn any meeting to another time and/or place if necessary. Notice of such action shall be given to all Directors.

#### 10. CHAIRPERSON

At all meetings of the Board, the President, or in his/her absence, a chairperson chosen by the Board, shall preside.

#### 11. EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each committee shall serve at the pleasure of the Board.

#### 12. DIRECTOR EMERITUS

A Director with at least 20 years of service may request of the President designation as a Director Emeritus and the President is authorized to designate said Director as a Director Emeritus effective immediately. The Director Emeritus shall receive notice of Board meetings and may attend Board meetings but is not subject to any attendance requirements nor is eligible to vote.

### **ARTICLE IV – OFFICERS**

#### 1. OFFICES, ELECTION, TERM

The Board of Directors shall elect a president, three vice-presidents, a secretary, a treasurer, and such other officers as it may determine, who shall have such duties, powers, and functions as hereinafter provided. Such election of officers shall occur at the August meeting of the Board unless otherwise

determined by the Board. All officers so elected shall hold office until the next election.

## 2. REMOVAL, RESIGNATION, SALARY

In the event of the death, resignation, or removal of an officer, the Board, at its discretion, may elect or appoint a successor to fill the unexpired term. No person shall hold more than one office. No officer shall receive a salary or other compensation.

## 3. PRESIDENT

The president shall be the chief executive officer of the Hall of Fame. He shall preside at all meetings of the Board of Directors. He shall have the general management of the affairs of the Hall of Fame and shall see that all orders and resolutions of the Board of Directors are carried into effect.

The president shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Hall of Fame, when countersigned by the secretary or treasurer. He shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors, and countersigned by the secretary or treasurer.

During the absence or disability of the president, the Board of Directors shall appoint one of the vice-presidents as president.

## 4. VICE-PRESIDENTS

There shall be three vice-presidents. Each vice-president shall perform such duties as the president and/or Board of Directors may prescribe.

During the absence or disability of a vice-president, the president may appoint a temporary vice-president to perform the duties of the vice-president.

## 5. TREASURER

The treasurer shall have the care and custody of all funds and securities of the Hall of Fame and shall deposit said funds in the name of the Hall of Fame in such bank or trust company as the Board of Directors may elect. He shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Hall of Fame, when countersigned by the president or secretary. He shall also sign all checks, drafts, notes, and orders for the

payment of money, which shall be duly authorized by the Board of Directors, and countersigned by the president or secretary.

The treasurer shall, at all reasonable times, exhibit his books and accounts to any Director upon written application to the secretary. He, and a committee adopted according to by-law Article III, Number 11, shall annually prepare a budget subject to Board approval. At the end of each financial year, a committee appointed according to by-law Article III, Number 11, shall conduct an audit of the accounts of the Hall of Fame and they shall present such audit in writing to the Board of Directors.

During the absence or disability of the treasurer, the president may appoint a temporary treasurer to perform the functions of the treasurer.

#### 6. SECRETARY

The secretary shall keep the minutes of the Board of Directors' meetings and shall mail said minutes to each Director in a timely fashion. He shall attend to such correspondence as may be assigned to him by the officers and/or Board and perform all duties incidental to his office.

The secretary shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Hall of Fame, when countersigned by the president or treasurer. He shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors, and countersigned by the president or treasurer.

During the absence or disability of the secretary, the president may appoint a temporary secretary to perform the functions of the secretary.

#### 7. SURETIES AND BONDS

The Chautauqua Sports Hall of Fame, Inc. shall indemnify, insure, and hold harmless the President, the Secretary and the Treasurer for all actions taken in their official capacities.

### **ARTICLE V – CORPORATION**

The Chautauqua Sports Hall of Fame is a legally incorporated entity, which is an Internal Revenue Service Code 501(c)(3) corporation.

## **ARTICLE VI – AMENDMENTS**

By-law amendments may be proposed by any Director. The proposed amendment must receive a second.

Discussion of the proposed amendment (s) shall occur at the subsequent Board meeting.

By-laws may be amended by a two-thirds vote of the Directors present at the next meeting of the Board following the discussion of the proposed amendment(s).

Amended:     November 26, 2007  
                  August 30, 2010  
                  May 23, 2011  
                  June 24, 2013  
                  June 25, 2018