

CARDINAL NEST BUILDERS CONSTITUTION

ARTICLE 1 - NAME, PURPOSE

- Section 1: The name of the not for profit organization shall be the **Cardinal Nest Builders**.
- Section 2: The **Cardinal Nest Builders** is herein formed for the exclusive charitable purposes described in Section 501 (c) (3) of the Internal Revenue Code and/or the corresponding section of any future federal tax code, in order to increase public awareness through informational meetings and other means of communication of the need to improve, renovate and expand the infrastructure of the Canfield Local School District (District) student athletic facilities with the stated goal to raise sufficient funds through individual and corporate charitable donations for the construction, expansion, relocation, removal and renovation of current facilities and/or the erection of additional athletic facilities, to be gifted to the District by **Cardinal Nest Builders** upon completion for use by the District's students and community of Canfield, Ohio.
- Section 3 The **Cardinal Nest Builders** shall conduct its business with the close coordination and input of the Canfield Local School Board of Education. It shall not have the authority to act on behalf of the District in any capacity. The organization shall provide periodic activity and financial reports to the District as requested by the District Superintendent. In addition, the organization shall review with and shall obtain approval from the District Board on all final architectural drawings, contracts, specifications, or timelines for completion of any proposed project to be completed on District property. The organization shall obtain specific approval by District Board resolution prior to commencement of any project on District property.
- The **Cardinal Nest Builders** will be solely liable for payment of any contracts or loans incurred in the completion of projects undertaken by the organization.
- It shall be the responsibility of the **Cardinal Nest Builders** to monitor its activities for compliance with all District policies including Policy 9211 - District-Support Organizations.

Section 4 Prior to the commencement of any organizational activities, the **Cardinal Nest Builders** shall obtain in writing authorization by resolution of the District Board to undertake its stated purpose and goals.

ARTICLE II - MEMBERSHIP

Section 1: Application for voting membership shall be open to any person that supports the purpose statement in Article 1, Section 2 and who meets the requirements for membership as outlined herein. Continuing membership is contingent upon the member's compliance with the bylaws of the **Cardinal Nest Builders**.

Section 2: Membership classes:

A. Active: Active membership status shall be granted to any person who has a student currently enrolled in the Canfield Local School District. Active members shall be eligible to participate in all regular and special meetings of the organization and shall be eligible to hold an elected office and serve on committees. Active members shall pay annual membership dues as set by the Board. Active members must attend a minimum of four regular meetings per year to vote or be nominated for elected office.

B. Ex-Officio: Ex-Officio membership shall be granted to a designated member of the District school board, the District Superintendent or representative, all District contract high school athletic team head coaches and the high school band director. Ex-Officio members shall participate in all regular and special meetings. They will provide advice, support and direction to the Board regarding the design, financing, fundraising plans and scheduling of proposed projects.

C. Community Booster/ Athletic Team: Community Booster/Athletic Team membership shall be granted upon application and approval of the Board for individuals who serve as the President of a Canfield community based support/booster organization or intramural athletic team that has made by appropriate board resolution, an ongoing financial commitment to the **Cardinal Nest Builders**. A Community Booster/Athletic Team member may attend and participate in the regular meetings of the organization and participate as volunteers on committees to further the purposes of the **Cardinal Nest Builders**. A Community Booster/ Athletic Team member shall have the right to vote and hold a Board elected At-Large position conditioned upon attendance at a minimum of four regular board meetings per year.

D. Alumni: Alumni membership status shall be granted to any person who was a student, or the parent of a student that graduated from the Canfield Local School District or a former Board member of the **Cardinal Nest Builders** or benefactor who has donated in excess of one thousand dollars (\$1,000.00) or an equal amount of in kind services to the **Cardinal Nest Builders**. Alumni members shall be eligible to participate in all regular and special meetings of the organization and shall be eligible to hold an elected office and serve on committees. Alumni members shall not be required to pay annual membership dues but must attend a minimum of four meetings per year to vote or be nominated for elected office.

E. Associate: Associate membership status shall be granted to individuals seeking to volunteer to serve the organization who are not otherwise classified as a member as noted in paragraphs A., B., C. or D. above. Associate members shall be eligible to speak on pending matters or business at regular board meetings, but shall not be eligible to vote or hold elected office. Associate members may serve on committees established by the Board.

Section 3: The Board shall have the authority to establish and define additional categories of membership.

Section 4: All Board Members shall be required to maintain compliance with the organization's Conflict of Interest policy and procedures adopted this date as Appendix I to this Constitution.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: **Annual Meeting.** The date of the annual meeting of the organization shall be set by the Board of Directors who shall also set the time and place.

Section 2: **Special Meetings.** The President, the Executive Committee, or a simple majority of the Board of Directors may call a special meeting. A petition signed by ten percent of the voting members of record may call a special meeting.

Section 3: **Notice.** Notice of each meeting shall be given to each voting member, by mail or other documented form of communication, not less than ten days before the meeting.

Section 4: **Alternative Meeting Form.** The Board may arrange to meet or conduct other business by conference call or other acceptable alternative means to facilitate the completion of organizational business. The alternative form of meeting shall have the same effect as a regular meeting as long as

minutes of any Board action are recorded and published by the Secretary or designated alternate.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: **Board Role, Size, and Composition.** The Board is responsible for overall policy, operation and direction of the organization and its standing committees. The Board may have sixteen (16) but no fewer than ten (10), members. Five (5) At large positions shall be filled as outlined in Section 5 (A) of this Article. Up to five (5) additional At Large members will be elected by the Executive Committee as outlined in Section 5 (B) and (C) of this Article. The board members will receive no compensation or in kind remuneration for their service.

The Executive Committee may during periods of limited fundraising or project construction activity, vote to leave vacant Executive Committee positions or reduce the number of At-Large Board positions as specified in Section 5 of this Article for such limited period with prior District approval.

Section 2: **Meetings.** The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: **Board Elections.** Up to (6) Executive Committee Board members shall be elected by a majority vote of members of the organization. The initial Executive Board shall be elected from a slate of candidates proposed at the initial organizing meeting of the **Cardinal Nest Builders**.

Section 4: **Election Procedures.** The Nominating Committee shall be responsible for nominating a slate of representatives to be chosen each year, seeking to preserve the diversity and balance necessary to enable the **Cardinal Nest Builders** to achieve the organization's stated purpose. Candidates selected by the Nominating Committee must be an Active or Alumni member of the **Cardinal Nest Builders** or become an Active or Alumni member prior to election.

Active, Alumni and Community Booster/ Athletic Team members of the organization will be eligible to vote for each board candidate. In addition to the slate of nominees presented by the Nominating Committee, any Active, Alumni member may become a nominee by obtaining the signature of five percent of the **Canfield Nest Builders** who move his or her nomination.

The annual election of Board members will be held in accordance with the election procedures established by the Board at a regular membership meeting held in November of each year. Each member eligible to vote shall receive one ballot. Qualified members shall be permitted to vote on the proposed slate of candidates by written or absentee ballot. Said absentee ballot must be received by the Secretary no later than 6:00 pm the date of the meeting. The nominees receiving the largest number of votes cast in the annual election shall be elected to the Board.

Section 5: **At-Large Board Members.**

A. Five (5) At-Large Board positions will be automatically filled without election by the President of the Canfield Athletic Boosters, Canfield Band Boosters, Canfield Gridiron Club, Canfield High School Soccer Boosters and Canfield High School Track Boosters.

B. Two (2) At-Large Board positions will be filled by Executive Committee election on a one year rotational basis from representatives of District recognized Booster organizations for all other District high school athletic teams within the jurisdiction of the Ohio High School Athletic Association.

C. Three (3) At-large Board positions will be filled by Executive Committee election from Community Booster/ Athletic Team organizations. These At-Large positions shall be rotated on an annual basis to permit representation of the diverse interests of the Canfield athletic community.

At-large members will join the Board upon election.

Section 6: **Terms.** Unless otherwise specified, all Board members shall serve three-year terms, but are eligible for re-election. However, no board member shall serve more than two three-year terms. The first Board will include members with one and two-year terms to begin staggered terms.

Section 7: **Quorum.** A regular meeting must be attended in person or by other available means of documented communication by at least forty percent of the Board members before business can be transacted or motions made or passed.

Section 8: **Notice.** An official Board meeting requires that each Board member have written or electronic notice by regular US mail delivery or documented means of correspondence, two weeks in advance.

Section 9: **Officers and Duties.** There shall be six (6) officers of the Board consisting of a President, a Vice President of Fundraising, a Vice President of Project Management, a Secretary, a Treasurer and a Legal Counsel. The Board at the November Meeting shall elect the officers after the At-large members are seated. Their duties are as follows:

The **President** shall convene regularly scheduled Board meetings, shall preside or arrange for another member of the executive committee to preside at each meeting in the following order: Vice-President Fundraising, Vice President of Project Management, Secretary and Treasurer. The President shall be responsible the oversight and coordination of organizational activity, planning and contract performance.

The **Vice President of Fundraising** will chair the Public Relation/Fundraising committees or other special subjects as designated by the board.

The **Vice President of Project Management** will Chair the Project Management Committee

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **Treasurer** shall be a person with prior financial and tax education and experience. The President and Treasurer shall be bonded by the organization in a sufficient monetary amount to protect the financial interests of the **Cardinal Nest Builders**, the District and donors to the organization. The Treasurer shall chair the Finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members, the District Treasurer and the public. The President or the Treasurer shall be the sole persons authorized to issue or receive checks or other negotiable instruments on behalf of the organization.

The **Legal Counsel** shall be a resident of the City of Canfield or Canfield Township and be licensed to actively practice law in the State of Ohio. The Legal Counsel will be responsible for providing direction and legal advice to the Board on organizational matters relating to contracts, corporate structure, school law and other related issues as requested by the Board.

Section 10: **Vacancy.** When a vacancy on the Board exists the Secretary shall notify all Board members by mail or other documented means of

communication. The Secretary may receive nominations for a new member from present Board members within ten days of the vacancy announcement. The nominations in ballot form shall then be sent out to Board members in the same manner as the vacancy announcement. Board members shall have one week to vote. The nominee with the majority of votes will be elected to the Board. All vacancies will be filled only to the end of the particular Board member's unexpired term.

Section 11: **Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year by a three-fourths vote of the remaining members of the Board. A Board member may be removed for other reasons by a three-fourths vote of the remaining members of the Board.

Section 12: **Officers and Executive Liability Insurance:** The Canfield Nest Builders may obtain Officers and Executive liability insurance for all current Board members in a sufficient amount to be determined by the Board to insure against any claims arising from performance of authorized duties on behalf of the organization.

ARTICLE V - COMMITTEES

Section 1: There shall be five standing committees: Executive, Finance and Public Relations/ Fundraising, Project Management and Nominating. The Board may create additional committees as needed. Except in cases where the committee chair is specified, the Board will appoint all other committee chairs. Committee chairs must be members of the Board.

Section 2: **Executive Committee.** The six (6) officers shall serve as the members of the Executive Committee and will have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors except for the power to amend the Constitution and/or Code of Regulations. Any action taken by the Executive Committee in such interim periods shall be presented to the Board at the next meeting of the Board for its ratification and approval.

Section 3: **Finance Committee.** The Treasurer shall be the chair of the Finance Committee, which committee will include a minimum of three (3) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, loans, recommendations for hiring independent auditors and the annual budget with the Board. The Finance Committee shall submit its recommended budget to the Board for approval. All expenditures must be within the

budget. The Executive Committee must approve any major variance or change in the budget. The fiscal year shall be July 1st to June 30th. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the District. All proposed fundraising and/or loan documents should be reviewed by the Legal Counsel prior to submission to the Board for approval.

Section 4: **Public Relations/ Fundraising:** The Vice President shall be the chair of the Public Relations/ Fundraising Committee, which will include a minimum of three (3) additional Board members. The Public Relations/ Fundraising Committee shall be responsible for developing and directing a comprehensive public relations/ fundraising strategy for approval by the Board. The Executive Committee must approve any major variance or change in the fundraising plan. Fundraising plans shall be submitted on an annual basis in May of each year to allow planning for future capital expenditures.

Section 5: **Project Management:** The Vice President of Project Management shall be the chair of the Project Management Committee which will include a minimum of three (3) additional board members. The Project Management Committee shall be responsible for the coordination and development of project specifications in conjunction with designated District officials, Ex-Officio members, architects, contractors and suppliers. All proposed contracts shall be reviewed by the Legal Counsel prior to submission to the Board for approval.

Section 6: **Nominating:** The President shall serve as Chairman of the Nominating Committee, which will include a minimum of two (2) other Board members. This committee will be responsible for recruiting and selecting candidates to fill open positions on the Board for election at the annual November membership meeting.

ARTICLE VII - AMENDMENTS

Section 1: The Constitution or Code of Regulations of the **Canfield Nest Builders** may be proposed for amendment when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements and voted upon at a regular or special meeting of the Board.

Section 2: The proposed amendment shall be published to the membership by mail, email or other documented form of communication. The amendment must receive a majority vote of the voting members present at a regular or

special meeting of the membership to be ratified. The Amendment shall become effective the date of ratification by the membership.

This Constitution of the **Cardinal Nest Builders** was adopted November 22, 2005 at Canfield Ohio at the initial organizational meeting by a majority of persons present this date.

D. Kim Stefanski
Stefanski & Associates LLC
Legal Counsel for **Cardinal Nest Builders**