

Houston Ultimate Community

Bylaws

Mission Statement

The Houston Ultimate Community (HUC) offers services and programming for youth and adults in the Greater Houston Area that teach the principles of Ultimate Frisbee to foster national or international amateur sports competition, and to support and develop amateur athletes for that competition. The Houston Ultimate Community (HUC) is a non-profit Texas corporation organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Purpose of the Bylaws

The Bylaws serve as the framework by which the Corporation governs its activities. Because HUC is a small organization that values flexibility, the Bylaws are designed to give a degree of freedom to the Board of Directors and Officers. Unless otherwise specified, it should be assumed that the Board and Officers enjoy all the rights, privileges, and responsibilities implied by these Bylaws. These bylaws may be amended by a majority vote of the Board.

Article I: Board of Directors and Officers

Purpose - Board of Directors

1. The primary function of the Board of Directors (hereinafter referred to as "The Board," or "Director") is to provide long-term planning and guidance for Houston Ultimate Community. The Board is responsible for establishing the principles under which the Houston Ultimate Community operates, overseeing the Corporation's assets, and supervising the Committees (see Article III below).
2. The Board, at its sole discretion, has the authority to increase or decrease its size as circumstances may warrant, but never to less than three (3) members and no more than eleven (11).
3. In the event of a vacancy on the Board, the Board shall appoint by majority vote a successor to fill the vacancy until the next annual meeting, at which time an election will be held to fill the position.
4. A quorum of two-thirds ($\frac{2}{3}$) of the Board shall be required for the transaction of business.
5. Tie votes shall be resolved by assuming the motion fails as a tie will mean that a majority was not achieved in favor. For elections such as for appointed At-Large positions between competing candidates, the president's vote shall not be included in the tally.
6. Removal. A Director may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members.

Purpose - Executive Board and At-Large Directors

1. The primary function of the Board (hereinafter referred to as Board”) is to execute the programs and services of HUC.
2. HUC shall have nine (9) board members. 4 Executive Board Members and Five (5) At-Large board directors which shall be appointed by the Executive Board with input from Membership and shall serve a three (3) year term.
3. HUC Board Members can be removed from office by a majority vote of the Board. A Board Member may resign at any time by giving written notice to the Board.
4. The Executive Board of HUC shall consist of a President, Vice-President, Treasurer and Secretary at a minimum. One to two (1-2) of the At-Large Directors can also serve on the Executive Board. The Executive Board Members (Officers of the Corporation) shall be elected by the membership. In the event of a vacancy on the Executive Board, the Board shall appoint by majority vote a successor to fill the office until the next annual meeting, at which time an election will be held to fill the office.
5. A quorum of 2/3 of the Board shall be required for the transaction of business.
6. No more than 50% of the Executive Board should be open for election at any time.

Officer Roles

There shall be four (4) defined officers and five (5) at large directors on the board of HUC. The defined officers are: President, Vice-President, Treasurer, and Secretary.

1. The duties of the President shall be to:
 1. Preside at all Board meetings, form an agenda and to call for votes on any action before the Board
 2. Approve appointments of all committee Chairpersons.
 3. Implement the budget agreed upon by the Board of Directors at the beginning of the calendar year
 4. Establish and evaluate success criteria for each officer in line with the Board’s strategic initiatives
 5. Approve and maintain annual Event Calendar following input from all officers and the Board.
 6. Attend quarterly Board Meetings to provide input on strategic initiatives in context of operational realities.
2. The duties of the Vice-President shall be to:
 1. Expand the capacity of the President for the organization.
 2. Learn the responsibilities of the President if needed as a backup
 3. Chair a committee of their choosing with remaining capacity.
3. The duties of the Treasurer shall be to:
 1. Maintain the care and custody of all the funds and securities of HUC
 2. Deposit all such funds in the name of HUC in such a bank or trust company as the Board of Directors may elect.
 3. Keep an account of all monies received and expended for use of HUC and shall sign or designate a signer for all checks, drafts, notes and orders for the payment of money authorized by the Board of Directors or the President.
 4. Negotiate all loans and/or other financial transactions on behalf of HUC at the direction of the Board.
 5. If authorized by the Board may, make such payments as may be customary and normal in the ordinary course of business. Any expenditure greater than \$500 must have approval of the President or a Board Director.
 6. Present a report on the financial affairs of HUC to the Board and the Membership at the annual meeting and said report shall be published in the newsletter and on the website.

7. File of all federal and state tax returns as required.
4. The duties of the Secretary shall be to:
 1. Maintain accurate records of all activities of the organization, including meetings, programs, services, community impact and partnerships with other organizations.
 2. Maintain current copies of the Bylaws and any governing or policy documents as directed by the Board.
 3. Collect all votes and decisions of the board of directors in elections.
5. The duties of the At-Large Directors shall be to:
 1. Chair one or more committees that deliver on the mission or purpose for the organization.
 2. Support the President, Vice-President, Treasurer or Secretary as needed to carry out the fiduciary responsibilities of the organization to state and federal agencies.

Conducting Business as the Board or Officers

1. Directors and the Executive Officers may make proposals and vote on them by telephone, via e-mail or by U.S. Mail. Any such votes shall be part of the public record and a record shall be maintained by the Secretary.
2. Any Officer may authorize another member of the board or an Officer to vote on their behalf in any vote. Such proxy shall be in writing and shall be only for a specific meeting, action or time period.
3. Any votes by the Board shall be published to the Membership either by newsletter, special letter, or no later than at the annual meeting of the Board following the vote.

Article II: Amendments to the Bylaws

1. These bylaws may be amended at any time by a majority vote of the Board.
2. Amendments must be communicated to the membership and governing bodies as appropriate by the Secretary as indicated in Article I.

Article III: Committees

1. The Board shall have the power to appoint committees to oversee the operation of HUC.
2. The chairman of each committee shall be an At-Large Director.
3. Each Committee shall propose policy to the Officers and/or Board for approval. Once approved, the policy shall be written and uploaded to either the HUC website or HUC collaboration service (e.g. Google Drive).
4. Committees may propose modifications to policy either at the meetings or by using the HUC email distribution lists. Proposed changes must be approved by the Officers in-toto.
5. Each Committee member shall be a member in good standing of HUC.

Article IV: Membership

1. Membership in HUC is conferred automatically to all participants in HUC Events
2. Privileges of Membership
 - Members have access to join HUC email lists, and may receive contact sheets, newsletters, or other publications from time to time.
 - Members are invited to attend the Annual Meeting of the Corporation (see VI below).
 - Members are eligible to serve on HUC Committees, and to run for Office.
 - Membership does not convey any voting privileges.
3. Responsibilities of Membership

- HUC expects Members to display reasonable behavior at all events, to play Ultimate under the guidance of the Spirit of the Game, and to show care and concern for the well-being of other participants and spectators.
- Members are considered to be responsible for the behavior of friends, relatives, guests, children, and pets that they bring or invite to HUC events.

4. Duration of Membership

- Membership in HUC is ongoing, and is not subject to renewal.
- Members who violate HUC policies or otherwise disrupt HUC activities are subject to suspension at the sole discretion of the President and Officers. Such suspension may be permanent, or for a fixed or indefinite term, and requires the vote of two-thirds (2/3) of the full Board and Officers.

Article V: Meetings and Business Operations

1. Executive Board Meetings

1. The Executive Board shall meet at least quarterly.
2. The Executive Board shall publicly share the plan for topics at board meetings so At-Large Directors can bring pertinent information and proposals from the membership or officers to the board meetings in advance.
3. At a minimum, the Executive Board shall meet to:
 1. Set the strategic direction for HUC for the next 1-5 years
 2. Plan to meet fiduciary responsibilities with the state and federal agencies governing HUC's operations.
 3. Ensure HUCs operations are aligned with its mission and purpose.
4. The Executive Board shall meet at least annually with the membership.

2. Board Meetings

1. The entire board of the HUC will convene as often as necessary to conduct the business of HUC.
2. These meetings shall have minutes or notes recorded to be shared with the board electronically and any proposals or decisions made must be documented.
3. Financial data generated or impacted by the officers pertinent to the state and federal requirements for HUC shall be reported to the board as soon as possible, but no less than monthly.

3. Annual Meeting

1. The Officers and Board shall have an annual meeting which shall be advertised to and open to the Membership.
2. The Officers will not be expected to conduct regular business at the Annual Meeting. The purpose of this meeting is to facilitate conversation on HUC activities between the Board, the Officers and the Members.
3. The Annual Meeting will be held at a time and place determined by the President and/or Board, and publicized well in advance, to encourage attendance by the Members.

Article VI: Dissolution of the Organization

Upon dissolution, Houston Ultimate Community's remaining assets are to be used exclusively for section 501(c)(3) exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

Adopted by vote by Board of Directors on June 29, 2023:

AJ Beard, Andrew Robbins, Ben Lewis, Mary Barcio.
Chris Dawkins did not vote.