

**By-laws
Of
Marshall County Sports Hall of Fame, Inc.
A Nonprofit Corporation**

**Article One
Introduction**

A. Definition of Bylaws

These Bylaws constitute the code rules adopted by Marshall County Sports Hall of Fame, Inc. for the regulation and management of its affairs.

B. Purpose and Powers

1. The primary purpose of the Corporation is to establish a sports hall of fame to honor individuals who have made significant achievements in his/her respective sport(s) and as a result of said achievements, the individuals have made significant contributions and have brought recognition to the County of Marshall, Alabama.

2. The Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now and may be hereafter granted by law.

**Article Two
Offices and Agency**

A. Principal and Branch Offices

The principal place of business of the Corporation in Alabama will be located at the Marshall County Board of Education in Guntersville, Alabama. In addition, the Corporation may maintain other offices either within or without the State of Alabama as its business may require.

B. Location of Registered Offices

The location of the initial registered office of the Corporation is the Marshall County Board of Education, 12380 U.S. Highway 431, South, Guntersville, Alabama, 35976. Such office will be continuously maintained in the State of Alabama and the County of Marshall for the duration of the Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Probate Judge.

Article Three Membership

A. Definition of Membership

The members of the corporation are those persons, corporations or other entities having membership rights in accordance with the provisions of the Bylaws.

B. Classes of Members

The Corporation will have members as provided by the Board of Directors. The Members shall be vested with voting power. Each member shall have one vote.

C. Members' Dues

The annual dues payable to the Corporation by its members will be in such amount as may be determined from time to time by the Board of Directors.

D. Annual Meetings

There shall be an annual meeting of the membership as called by the Board of Directors. Each member shall have one (1) vote.

E. Transferability of Membership

Membership in the Corporation is non-transferable and non-assignable.

Article Four Directors

A. Definition of Board of Directors

The Board of Directors is vested with the management of the business of the Corporation subject to the law, the Articles of Incorporation, and the bylaws.

B. Number of Directors

The number of Directors of the Corporation shall be eighteen.

C. Terms of Directors

The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until October 31, 2002. Thereafter, Directors will be elected by the members at the annual meeting preceding the expiration of the then current Board's term. They shall be elected for a term of three (3) years, said tenure to begin November 1 and end on October 31 of the third year. Each officer will hold office for which elected and until a successor has been selected and qualified. One-third of the Directors will rotate off annually. Directors may be re-elected for additional three-year terms.

D. Removal of Directors

A Director may be removed from office when such action will serve the best interest of the Corporation and must be by a two-thirds vote of remaining Directors.

E. Vacancies on the Board

Resignation of Directors will become effective immediately, or on the date specified therein, and vacancies will be deemed to exist as on such effective date. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, will be filled by appointment by the Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

F. Places of Directors Meetings

Meetings of the Board of Directors, regular or special, will be held at such location as designated by the Board of Directors. The place of meeting for a specific meeting may be altered by the President.

G. Regular Directors Meetings

Regular meetings of the Board of Directors shall be held as set by the Board of Directors.

H. Notice of Special Meetings of Directors

Members of the Board of Directors will be given oral or written notice stating the place, day, and hour of any special meeting not less than five (5) days before the meeting. This notice may be waived by a written waiver executed by any Director.

I. Call of Special Meeting of the Board of Directors

A special meeting of the Board of Directors may be called by the President.

J. Quorum of Directors

A third of the entire Board of Directors will constitute a quorum.

**Article Five
Officers**

A. Identity of Officers

The Officers of the Corporation will consist of the following persons:
(a) President, (b) Vice-President, (c) Secretary, and (d) Treasurer.

B. Selection of Officers

Each of the Officers of the Corporation will be selected by a vote of the Board of Directors for a term of one year, which will begin on December 1 and will end on November 30 of the following year. Except in the event of resignation, each officer will remain in office until a suitable replacement for that office has been selected and qualified. Such election will take place in November. If an office of the Corporation shall become vacant during the term of said office, then the Board of Directors shall appoint an Officer to fill the vacancy of said office until the next scheduled election of said Officer.

C. Multiple Officeholders

In any election of Officers, the Membership of the Corporation may elect a single person to any two offices simultaneously, except that the offices of President and Treasurer must be held by separate individuals.

D. President

The President will be the Chief Executive Officer of the Corporation and will, subject to the control of the Board of Directors or Directorial Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

E. Vice-President

The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform such other duties as may be prescribed from time to time by the Board of Directors.

F. Secretary

The Secretary will keep minutes of all meetings of Members of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and generally will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

G. Treasurer

The Treasurer will have charge and custody of all funds of this corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports

and accountings to the Directors and to Members as required by the Board of Directors or Members or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by the Bylaws, or which may be assigned from time to time by the Board of Directors.

H. Removal of Officers

Any officer elected or appointed to office may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in their judgment the best interest of the Corporation will be served.

Article Six Informal Action

A. Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the law, the Articles of Incorporation, or the Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the business to be transacted at such meeting.

B. Action by Consent

Any action required by law or under the Articles of Incorporation or these Bylaws, or any action which otherwise may be taken at a meeting of either the Members or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

Article Seven Committees

A. Definition

The Corporation will have certain committees, each of which will consist of a specific number of individuals as provided for in the Bylaws of the Corporation to operate as part of the corporate management and with the following specific and prescribed authority of the Board to exercise in the management of the Corporation. The committees of the Corporation are as follows:

- 1. Selection Committee:** This committee shall consist of nine (9) members selected by the Board of Directors, six of which shall be representative of each high school area. The members shall serve for a period of one (1) year beginning December 1 and ending November 30 of the following year. The members may be re-appointed. A chairperson of this committee shall be selected by the committee members, and said chairperson shall call and

preside over all meetings of the committee. The criteria for becoming a nominee to the Marshall County Sports Hall of Fame is as follows:

- (a) A nominee must be a native or have been a resident or have attended school or have coached or have worked in Marshall County, Alabama; and
- (b) A nominee who is over the age of forty (40) years old is eligible to be nominated into said Hall of Fame; however, anyone **under** forty (40) years of age may be nominated into said Hall of Fame if he/she has been **inactive** from the athletic sport which has brought fame for a period of **five (5) years**; and
- (c) A nominee should have made significant contributions to his/her respective communities in addition to athletic accomplishments; and
- (d) Nominees may be or have been athletes, coaches, administrators, officials, team doctors, media or any similar position that have made significant contributions to athletics and their respective communities; and
- (e) Nominees will be considered in two categories: (1) "Old-timers" (pre-1960) and (2) "Modern era" (post-1960).

All nominations of said nominees into the Marshall County Sports Hall of Fame shall be in writing and must be submitted to the Selection Committee on a form provided by the Board of Directors. When a name has been submitted for nomination into said Hall of Fame, it shall be considered each year thereafter for induction into said Hall of Fame. When all of the nominees are before this committee, a vote of 75% or seven-ninths (7/9) of all committee members eligible to vote is necessary to elect the nominees into the Marshall County Sports Hall of Fame.

- 2. Ceremonies and Awards Committee:** This committee will consist of five (5) members appointed by the Board of Directors. Each member shall have a term of one (1) year beginning December 1 and ending November 30 of the following year. The members may be re-appointed. A chairperson of this committee shall be selected by the committee members, and said chairperson shall call and preside over all meetings of the committee. The duties of this committee shall be to organize and arrange the induction ceremonies of the Hall of Fame inductees and to purchase plaques for inductees.
- 3. Audit Committee:** This committee shall consist of three (3) members appointed by the President and Secretary of the Corporation. Each member shall have a term of one (1) year beginning December 1 and ending November 30 of the following year. The members may be re-appointed. A chairperson of this committee shall be selected by the committee members, and said chairperson shall call and preside over all meetings of the

committee. The duties of this committee shall be to audit the books of the Corporation at least ten (10) days prior to each quarterly Board meeting and report their findings to the Board at the quarterly meetings.

4. **Other Special Committees:** The President may appoint any additional committees he or she may deem necessary to carry out the purpose of the Corporation.

Article Eight Operations

A. Fiscal Year

The fiscal year of the operation will be from January 1 to December 31 of each year.

B. Execution of Documents

Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money, and other evidences of indebtedness of the Corporation will be signed by any two of the following: President, Vice President, and Treasurer. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the President and the Secretary, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

C. Books and Records

Correct and complete books and records of accounts and minutes of the proceedings of its Members, Board of Directors, and Committees will be kept and maintained at its principal place of business.

D. Inspection of Books and Records

All books and records of the Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time on written demand stating such purpose.

E. Nonprofit Operations-Compensation

The Corporation will not have or issue shares of stock. No dividends will be paid, and no part of the income of the Corporation will be distributed to its members, Directors, or Officers. The Corporation may, however, pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered to the Corporation.

Article Nine Amendments

A. Amendment of Articles of Incorporation

The power to alter, amend, modify or repeal the Articles of Incorporation is vested in the Board of Directors.

B. Amendment of Bylaws

The power to alter, amend, modify or repeal the Bylaws is vested in the Board of Directors upon motion duly made and presented.

Adoption of Bylaws

**Adopted by the Board of Directors by resolution on the
13th day of November, 2003, at Guntersville, Alabama.**