

Resurrection Parish Sports Club Ausra

Constitution

Dated this 10th day of September, 2007

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ARTICLE I - NAME, PURPOSE

Section 1: NAME

The name of the organization shall be the Resurrection Parish Sports Club Ausra (Prisikelimo Parapijos Sporto Klubas Ausra), hereinafter called "Ausra".

Section 2: PURPOSE

Ausra was formed on February 16, 1955 by the Church of the Resurrection Parish (the "Parish") to provide an opportunity for men, women and children of Lithuanian descent to participate in sporting and cultural activities.

ARTICLE II - MEMBERSHIP

Section 1: Eligibility for Membership

All individuals of Lithuanian descent, or those married to individuals of Lithuanian descent in accordance with the rules set out by SALFASS (Šiaurės Amerikos Lietuvių Fizinio Auklėjimo Sporto Sąjunga/Lithuanian Athletic Union of North America), are eligible to apply for membership.

Section 2: Definition of Member

Members in good standing at any time include:

- a. Athletes over the age of 18 years who have paid their membership fee for the current year,
- b. A parent or guardian of athletes under the age of 18 years who have paid the membership fee for the current year, on behalf of their children,
- c. Coaches, managers, assistant coaches and other team officials during the current year and immediately past year,
- d. Members of the Board of Directors and other administrative committees during the current year and immediately prior year, and
- e. And, those individuals specifically designated as Honorary Members by the Board of Directors of Ausra.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: Annual General Meeting

The regular Annual General Meeting shall be held in September of each year on a date set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings

Special meetings may be called by a simple majority of the Board of Directors, or at the request of the Parish Council.

Section 3: Notice of Meetings

Notice of each meeting shall be considered to have been properly given to each Member, if given by the Secretary or the President not less than ten days nor more than 30 days before the meeting date.

Notice may be given by inclusion of a notice of meeting in the Parish Bulletin, The Teviskes Ziburai (the Lithuanian Weekly newspaper) or by direct mail or email to the Members,

Section 4: **Annual General Meeting Agenda**

At each Annual General Meeting the Members shall elect directors, approve the summarized financial statements and conduct such other business as may properly come before the meeting.

Members must submit agenda items to the Secretary no later than 5 days prior to the Annual General Meeting.

Section 5: **Chairperson**

The President of Ausra, or his/her designate, shall act as Chair of the Annual General Meeting.

Section 6: **Proxies**

Proxies will not be permitted at any Members' meeting.

Section 7: **Voting Rights**

Voting eligibility is restricted to those Members in good standing who are 18 years of age or over. Each Member is entitled to one vote on any and all issues.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: **Assignment of Board Roles, Size, Composition**

The Board of Directors (the "Board") is responsible for overall policy and direction of Ausra, and will assign responsibility for day-to-day operations to Officers and committees. The Board shall have a minimum of five members and a maximum of twenty members. In addition, one member of the Board will be appointed to the Parish Council to represent Ausra at all Parish meetings. Board members will be elected by the Members.

Section 2: **Meetings**

The Board shall meet at least 4 times a year at an agreed upon time and place.

Section 3: **Executive Committee**

An Executive Committee of the Board of Directors comprising the President, Vice-President, Treasurer, Secretary and one other director may be appointed by the Board. The Executive Committee will be empowered with all powers of the Board and will be entitled to carry on day to day activities. All activities of the Executive Committee will be ratified by the Board at its next meeting.

Section 4: **Nominations Committee**

A Nominations Committee shall be responsible for nominating the slate of directors to be presented to the members at each annual general meeting. Nominations received from the floor during the Annual General Meeting can be accepted. The Nominations Committee shall comprise two directors and one outside Member.

Section 5: **Vacancies**

When a vacancy on the Board exists during a current term but prior to the Annual General Meeting, nominations for new members may be received from present Board members. The Board will appoint new members for the remainder of the term.

Section 6: **Term**

All Board members shall serve a three-year term, and are eligible for re-election. One-third of the Board shall be elected each year. In the inaugural year of the implementation of this policy, one third of the directors will be elected for a term one year, one third of the directors for a term of two years and the rest for a term of three years.

Section 7: **Quorum**

The quorum for the transaction of business at any meeting will be a majority of the number of directors on the Board.

Section 8: **Notice of Meetings**

Each Board member shall be given written, electronic or verbal notice of a meeting a minimum of 72 hours in advance.

Section 9: **Other Committees**

The Board may create committees as needed. Committee chairs must be members of the Board.

Section 10: **Audit Committee**

An Audit Committee comprising the Treasurer and an outside third party appointed by the Board shall review and approve the annual financial statements of Ausra before they are presented to the Annual General Meeting.

Section 11: **Resignation or Termination**

Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed by a vote of sixty-six and two thirds percent ($66\frac{2}{3}$ %) of the remaining directors.

Section 12: **Special Meetings**

Special meetings of the Board shall be called upon the request of the President or by a majority vote of the Board.

Section 13. **Parish Council Representative**

The Parish Council Representative shall be responsible for ensuring that all Ausra activities are conducted in a Christian way befitting the Parish.

ARTICLE V - OFFICERS

Section 1: **Officers and Duties**

The officers of the Board, which are the President, Vice-President-Sports, Vice-President – Fund Raising, Secretary and the Treasurer, shall be appointed by the Board during the first meeting immediately following the Annual General Meeting .

No officer shall for reason of his office be entitled to receive any salary or compensation.

President

The President will represent Ausra at all public meetings. The President or his/her designate will also convene and chair all scheduled Board meetings. The President shall be responsible to the Board for ensuring the day to day activities are properly administered.

Vice-President – Sports

The Vice-President Sports is responsible for all sports activities of Ausra including ensuring all activities are being run in an appropriate way within the normal parameters expected of Ausra.

Vice-President – Fundraising

The Vice-President Fundraising is responsible to the Board for all fundraising within Ausra and shall coordinate the fundraising activities of the separate sports groups within Ausra.

Secretary

Shall be responsible for keeping records of all Board actions and decisions, 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 properly maintained.

Treasurer

The Treasurer will present a financial report at each Board meeting. He/she will also assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and other appropriate parties upon request.

ARTICLE VI - BANKING

Section 1: Ausra shall maintain an account or accounts in banks or credit unions approved by the Board. Signing authority on all bank accounts shall be any two (2) of the President, a Vice-President, the Treasurer and the Secretary.

ARTICLE VII – OPERATIONS

Section 1: Sports Activities

The Vice-President - Sports is responsible to the Board of Directors for the direction of sports activities within Ausra and to ensure that all individual sports groups conduct themselves in a manner that befits the Ausra organization and the Parish.

New sports groups may be added at any time with the approval of the Board. Each individual sports' group is encouraged to form its own Managing Committee to run its sport's program. The Vice-President - Sports shall be an ex-officio member of each sports group, shall be entitled to attend all meetings, and shall receive minutes of all meetings.

Section 2: Fund Raising

All fundraising efforts within Ausra shall be under the auspices of the Vice-President - Fundraising. Individual sports groups are encouraged to do their own fundraising but must do so in conjunction with the activities of the Vice-President - Fundraising.

Section 3: Annual Operating Budget

The Board must approve the annual budget and all subsequent changes to the budget. All expenditures must be within the budget. The fiscal year shall end on August 31st in each year.

Section 4: **Financial Statements**

Quarterly reports are required to be submitted to the Board disclosing all receipts and disbursements for the current period. The financial records of Ausra shall be made available to the Membership and all Board members.

ARTICLE VIII - DISSOLUTION

Section 1: In the event of the dissolution of Ausra, all remaining assets will be transferred to the Parish. Remaining assets shall include but not be limited to, cash on hand, cash on deposit, accounts receivable, basketballs, uniforms, equipment.

ARTICLE IX - AMENDMENTS

Section 1: This Constitution can be amended subject to the recommendation of the Board to the Members and the acceptance by a two-thirds (2/3) majority of the Members at the next Annual General Meeting. Amendments tabled at an annual meeting that have not been sent to the Members for review will not be allowed.