

QAS Activities Association

Queen of All Saints

6603 Christopher Drive

St. Louis, Missouri 63129

Constitution and By-Laws

of the

Queen of All Saints Activities Association

ARTICLE I – NAME

The name of the organization shall be the Queen of All Saints Activities Association (herein referred to as the “Association”).

ARTICLE II – PURPOSE

The Association is a group of men and women who provide a vehicle for recreation and development for the members of Queen of All Saints parish (the “Parish”). Within an atmosphere of compassion, respect and pray, the Association’s goal is to support and organize various activities conducted at Queen of All Saints. In achieving its goal, the Association shall at all times act to promote the Catholic nature and spirit of the parish, strive to maximize participation in its activities, and promote good sportsmanship. As part of the Parish, the Association operates in accordance with the requirements of the Archdiocese of St. Louis.

ARTICLE III – MEMBERSHIP

Membership shall consist of all members of the parish over 18 years of age, and others who have children participating in the Association’s athletic programs within the last 12 calendar months.

ARTICLE IV – OFFICERS AND THEIR ELECTION

Section 1. The elected officers of the Association shall be members that are in good standing, which are those with voting rights in accordance with Article VIII, with the Association shall be eligible for election to these offices. No person shall hold more than one office at a time.

Section 2. Nominations shall be made by the Nominating Committee and, in addition, nominations may be taken from the floor.

Section 3. The Nominating Committee shall prepare a list of nominees and communicate such nominees to the membership at least 30 days prior to the date of the election.

Section 4. Officers shall be elected by a majority vote at a meeting held prior to Officers shall be elected by a majority vote at a meeting held prior to May 31 of each year, and shall hold office from July 1 to June 30 of the forthcoming year unless the term of office shall terminate or be terminated as provided elsewhere in these Bylaws.

Section 5. Any officer may be removed by a two-thirds vote of the membership, provided such Officer shall have been granted an opportunity for a hearing before the Association a special meeting, or by the Pastor or upon direction of the Archdiocese of St. Louis.

Section 6. If any vacancy shall occur in any office by reason of death, resignation, removal or otherwise, the Executive Committee is empowered to fill such office for the unexpired term of the office so vacated.

Section 7. Officers shall be elected for a two (2) year term. Officers may not be elected to more than three (3) consecutive full terms as an Officer of the Association. The President and Secretary will be elected on even years. The Vice President, Athletic Director and Treasurer will be on odd years.

ARTICLE V - DUTIES OF OFFICERS

Section 1. The President shall be the executive head of the Association, and, when present shall preside at all meetings of the Association. The President shall be responsible for enforcement of the Bylaws and the policies of the organization. The President shall also keep the Pastor of the parish fully informed of affairs of the Association and consult with the Pastor as needed concerning the business of the Association and its activities.

Section 2. The Vice President shall have such duties and powers delegated by the President. In the absence or disability of the President, the Vice President shall perform the duties of the President. The Vice President shall also be responsible for coordination of field/gym maintenance, uniforms, equipment, and registration.

Section 3. The Athletic Director shall be responsible for the athletic programs for the Association, including coordination of the Lay Directors, official (referee/umpire) directors, and field scheduling directors. The Athletic Director shall also represent the Association at CYC District meetings. The Athletic Director also addresses disciplinary matters for the Association and maintains a record of discipline issued.

Section 4. The Treasurer shall be charge with the custody of the funds of the Association and their proper disbursement. The Treasurer shall keep an appropriate set of records as well as render periodic reports as required by President. The Budget and Finance Committee chairperson may act as the dispersing agent under the direction of the Treasurer. At the termination of the Treasurer's term of office, the Treasurer shall turn over all funds, records, papers, books and documents and any other property of the Association having to do with the final or other transaction or business of the Association which may have come into their possession, compiled or created during their term in office. The books shall be open to the Executive Board, Pastor, Associate Pastor, Parish Finance Council & Archdiocese of St. Louis as requested. The Treasurer is the Associations liaison with the Parish Finance Council.

Section 5. The Secretary shall be responsible for keeping minutes for all regular, special and Executive Committee meetings of the Association. The Secretary will also be responsible for official

communications and announcements of the Executive Committee upon request. The Secretary maintains records of official governing documents of the organization, including but not limited to the Bylaws and other policies. The Secretary will conduct an annual review of the Bylaws and update them as needed when changes are made.

Section 6. If at any meeting of the Association, the President is absent and no one is authorized to perform duties be present, or if the Chapter Secretary is absent, then a Chairperson and/or Secretary pro-tem shall be appointed by a majority vote of the members present and voting.

ARTICLE VI - COMMITTEES

Section 1. The Executive Committee shall consist of the five elected Officers of the Association and a Priest Moderator. The Priest Moderator shall be the Pastor of the parish or another parish priest assigned as his delegate. The Executive Committee shall have the powers and duties necessary to execute the affairs of the Association; subject, however, to the right of the Pastor to exercise such control as he deem fit to be in the best interest of the Parish.

Section 2. The Nominating Committee shall consist of the President and up to three (3) other members in good standing with the Association appointed by the President upon consultation with the Executive Committee. The Nominating Committee will seek out qualified candidates for election as Officers in accordance with Article IV of the Bylaws.

Section 3. There shall be standing committees appointed by the Chapter President to execute the following functions:

- (a) Budget and Finance
- (b) Baseball
- (c) Soccer
- (d) Basketball
- (e) Golf
- (f) Lacrosse
- (g) Volleyball
- (h) Field/Gym Maintenance
- (i) Uniforms/Equipment
- (j) Registration
- (k) Concessions/Work Duty
- (l) Fundraising
- (m) Communications/Media

Section 4. There shall be such other committees as may be authorized and directed by the Executive Committee or the members in regular or special meetings – the members of such committee are to be appointed by the President of the Executive Committee.

Section 5. Appointments to any committee will be made by the President.

Section 6. The President, or an assigned delegate from the Executive Board, shall be an ex-officio member and the moderator of all standing committees.

Section 7. Any member of any committee may be removed at the discretion of those appointing such member, unless otherwise required according to the Bylaws.

ARTICLE VIII - VOTING

All members of the Association in good standing, which are those who have attended at least four (4) meetings in the last twelve (12) months, shall have a right to vote on activities and/or decisions either presented by the Executive Committee or a floor motion.

ARTICLE IX - MEETINGS

Section 1. Regular meeting shall be held monthly on the second Tuesday of each month. Regular meetings shall be open to the entire membership.

Section 2. Special meetings may be called by the President, Priest Moderator, or three (3) other members of the Executive Committee with three (3) days notice to the Executive Committee and members. Notice may be provided by telephone, electronic mail, or in the parish bulletin. The notice shall state the time, place and reason for the special meeting.

Section 3. Ten members with voting rights, three (3) of which must be Officers of the Association, shall constitute a quorum to transact business at regular and special meetings.

Section 4. The Executive Committee may meet in an Executive Session consisting during the course of the year.

Section 5. In the event of a tie the President shall have one additional vote to determine the result.

Section 6. Minutes will be kept of each regular and special meeting of the Association. Minutes will be approved at the next regular meeting. A copy of the approved minutes from any meeting will be made available to any member of the Association upon request.

ARTICLE X - RULES OF PROCEDURE

- Section 1. The rules of procedure at meetings of the organization, and any committees, shall be according to Roberts Rules of Order, so far as it is practicable and when not inconsistent with these Bylaws.
- Section 2. The rules of procedure can be suspended by two-thirds vote of those present and voting at any meeting.

ARTICLE XI - FINANCES

- Section 1. The Association's fiscal year shall be July 1 to June 30.
- Section 2. The Association shall raise its own operating funds. All fundraising projects shall require the support of the majority vote of members at a regular meeting. All fundraising projects shall have the approval of the Executive Committee before being initiated. The Executive Board must expressly accept or reject, by a majority vote, any and all donations made to the Association.
- Section 3. An annual budget will be prepared for the Association and presented to the membership for approval prior to each fiscal year.
- Section 4. Expenditures not in the budget shall be voted on at a regular meeting and passed by a simple majority vote of the members present. Unbudgeted expenditures in excess of \$2,500.00 and \$10,000.00 budgeted require approval of the Parish Finance Council.
- Section 5. The Executive Committee has immediate authority to spend money for emergency repairs or replacement equipment to keep the program in operation, or to file a protest with CYC where time limitation is a factor.
- Section 6. Upon the written request of any member in good standing with of the Association as defined in Article VIII, the President shall appoint three members to audit the books of the Association and prepare an audit report of its findings to be read at the next scheduled Association meeting. A request by a member to audit the books must only be granted if no audit has been performed within the 12 months prior to the request. All other requests will be granted within the discretion of the Executive Committee.

ARTICLE XII - COMPENSATION

Officers and Committee members of the Association shall receive no salary for their service. Officers and Committee members may be reimbursed for their expenses incurred in the performance of their duties or compensated for services outside of their role, such as an employee of the Association (i.e. concession stand manager, referee, etc.). Officers and Committee members may be exempted from paying any Association fees for team sports at the discretion of the Executive Committee.

ARTICLE XIII - CONFLICTS OF INTEREST

No contract or transaction between the Association and one or more of its members or between the Association and any other corporation, partnership, association, or other organization in which a member has a financial interest, shall be void or voidable solely for such reason, or solely because the members present or participate in the meeting of Board which authorizes the contract or transaction, if: (A) the material facts as the relationship or interest are disclosed or known to the Association and the Association in good faith authorized contract transaction are affirmative votes of a majority of the disinterested members or (B) the contract or transaction is fair to the Association as of the time is authorized, approved or ratified.

ARTICLE XIV - AMENDMENTS TO BY-LAWS

These Bylaws may be amended or repealed at any regular or special meeting of the Association by a two-thirds vote of members in good standing present and voting, provided that written notice of the proposed changes was provided to the Executive Committee and membership at least ten (10) days prior to the meeting.