

Effective July 01, 2024

BYLAWS OF

Yellowstone Sea Hawks

ARTICLE I – NAME AND PURPOSE

Yellowstone Sea Hawks, hereinafter referred to as the Chapter, are the most passionate, hardcore, devoted, cheer-crazy, raisin’ the roof, no-life-during-football-season-havin’ fans on earth. Our purpose, as a Sea Hawks Booster Club, is to have fun while supporting the Seahawks football team, their coaches, staff, our local charities, and organizations in the city of Billings and its surrounding communities. We are an official Seahawks Booster Club recognized by the Seahawks organization. We are a volunteer organization run by, and for, Seahawks fans that support the Sea Hawks Code of Conduct and Code of Unity.

These Bylaws are adopted to provide a framework for self-government for the Yellowstone Sea Hawks Booster Board that permits the Board to govern the orderly resolution of issues and the conduct of functions supportive of the purpose of the Board.

ARTICLE II – GENERAL PROVISIONS

1. Membership eligibility:

- a. Those persons enrolling in membership and paying their annual individual or family dues. All regular members, eighteen years or older, shall be entitled to one vote upon all matters voted upon at Board meetings as long as their dues are paid and they are in good standing. There shall be no voting by proxy. However, the Board officers may call for a vote by email for special issues.
- b. The Board has the right to deny initial membership or memberships, renewal and may terminate membership for any violation of the Sea Hawker’s Code of Conduct

2. Dues:

- a. Annual dues for a single membership shall be \$15.00 per person.
- b. Annual dues for a family membership shall be \$25.00 per family. To be eligible for family membership all must be immediate family living in one household (exception: student not living at home).
- c. A reasonable fee may be added to the dues to cover the cost of processing the payment. This fee shall be set by the Board of Directors in July for the following year.
- d. Dues are payable by September 1st of each year. Failure to pay dues within 60 days of the due date shall result in suspension of rights of membership including meeting notification.

- e. Dues increases - All dues increases will be approved by a majority vote of regular members present unless such increase is caused by a vote of Central Council.
- f. Any per-member fee imposed by Central Council may be passed on to the member without a vote.

3. Enrollment

- a. Upon enrollment, new members will provide their name, mailing address, telephone number, and email address.
- b. Address changes for current members will be provided to the Board secretary in a timely manner.

4. Board Officers

The Chapter is a member of the Central Council. Its board will consist of the following individuals following a vote. Each Officer must reside in Montana and be able to attend Board meetings and events:

1. President

The President shall be the chief executive officer of the Chapter and its Board and shall preside at all meetings. He/She shall have the general and active management of the chapter and its Board, may execute all instruments on their behalf, and shall see that business and policy are carried into effect. They shall be an ex-officio member of all committees and have such other powers and perform such other duties as is usually inherent to such office. They shall be the primary contact for the Sea Hawk Organization and local event management.

2. Vice President (VP)

The VP shall be the secondary contact for the Chapter and take over responsibilities should the President be unavailable. While the President is responsible for engaging local event management, the VP will be responsible for certain aspects of logistics, technology, and coordination of game day events. The VP shall also be responsible for setting up the structure and technical aspects of the chapter's local website.

3. Secretary

The Secretary shall keep the minutes of all chapter meetings; and publish; them via the website. The Secretary shall also be responsible for maintaining the contact information for all officers. The Secretary shall conduct all official correspondence of the Chapter and perform such other duties pertaining to the secretarial requirements such as assisting with the annual membership renewal process.

4. Treasurer

The Treasurer shall receive and be accountable for all general funds belonging to the Chapter. The Treasurer shall deposit all such funds in the name of the Chapter in such a depository as may be directed. Funds shall be disbursed as the Chapter board may direct

and sign all checks together with such other officers as may be directed. The Treasurer shall keep accurate books and records, provided by and belonging to the Chapter of all receipts and disbursements and report the financial status at each meeting.

5. Membership Coordinator

The Membership Coordinator shall have the primary responsibility of collecting and reporting all club membership numbers each month, and organization and coordinating membership recruitment programs. They shall establish and maintain a program and process whereby a prospective member can be directed to gain information about the Chapter to begin their membership. Membership spreadsheets, records, official correspondence, and historical records shall be maintained by the Membership Coordinator and ownership resides with the Chapter.

6. Director of PR/Entertainment

The Director of Public Relations/Entertainment Board Member shall work with other Board Members to plan and coordinate all game day and promotional activities. In addition, they should work with booster clubs from other teams, when practical, to create and promote mutual activities for members to attend when such teams and events meet and correspond. The Director of PR/Entertainment Board Member shall be responsible for the content upkeep of the Chapter's website and social media pages, including making available minutes from previous board meetings, creating and maintaining watch party events, and Chapter and Seahawks team news.

7. Board Member At Large

The Board Member At Large shall have the responsibility of assisting officers as needed. They are encouraged to participate in any and all chapter events as appropriate.

8. Central Council Rep

This position is appointed by the board to be present and represent the Yellowstone Sea Hawkers at all scheduled Central Council Meetings. This person will have voting rights within the chapter. Their duties are to be the connection between the Chapter and Central Council reporting all necessary information up and down the chain.

9. Central Council Alternate

This position is also appointed by the board and is responsible for performing all tasks designated to the Central Council Rep when Primary Central Council Rep is not available or able to attend the Central Council meetings. This person will have voting rights within the chapter. Their duties are to be the connection between the Chapter and Central Council reporting all necessary information up and down the chain.

Chapter Membership Reporting

1. The chapter shall submit monthly Membership reports to the Central Council VP-Membership by the end of the day on the 5th day of the following month. Membership reports shall include all member names (first/last) and email addresses.
2. For family memberships, the email address for the primary member is the only one required. Other email addresses are optional. In the instance, a member does not have an email address, a phone number may be used.
3. Membership renewal cycle shall occur only annually (once per year)
 - a. Membership renewal cycle shall run June 1st and conclude May 31st.

Charitable Contribution Reporting

1. Each Board member at a minimum shall submit their quarterly chapter charitable contributions through the necessary platforms, regarding their volunteer activities and monetary donations.

ARTICLE III – MEETINGS AND SANCTIONS

Meetings

1. Board: The Chapter shall hold regular Board meetings every month. The Board can hold additional meetings as the President or a majority of the Board deems necessary.
 - a. Quorum: A 51% majority of the current voting officers must be present to constitute a quorum
 - b. Change in venue, date or time of the meeting should be communicated at least 48 hours in advance of effecting the change via email or text message to board members.
 - c. The secretary shall record the minutes of the meeting for publication
 - d. Whenever possible meetings should be held in person. However, it is appropriate, whenever personal circumstances dictate, to join via audio or video conference.
 - e. Should emergency meetings be necessary board members shall be allowed to vote via email.

Sanctions

In accordance with Central Council policies:

- Failure to report membership on time (in a calendar year)

- 1st month = Warning
- 2nd month = \$25 late fee (donation towards membership cards for chapter) and no longer eligible for Chapter of the year
- 3rd month = No autographed item or Field Passes
- 4th month = Grievance is filed
- Failure to report Charitable activity on time (in a calendar year)
 - 1st quarter = Warning
 - 2nd quarter = no autographed item, field passes, and no longer eligible for chapter of the year
 - 3rd quarter = Grievance is filed
- Chapter fails to have a representative at a Central Council meeting (in a calendar year)
 - First meeting missed= loss of the right to vote at the next meeting
 - If a 2nd meeting is missed the Chapter shall be subject to a 3 meeting voting ban
 - Any further missed meetings will result in grievance committee hearing.
- Chapter missing an anchored meeting is no longer eligible for Chapter of the year following the anchored meeting missed.

ARTICLE IV – ELECTION OF OFFICERS, NOMINATION AND VOTING:

Election of Officers

1. Term of Office
 - a. Board members shall be elected to serve for a two (2) year term of office
 - b. Four (4) positions are to be elected in even years and the other four (4) are to be elected in odd years
 - i. Even years
 1. President
 2. Vice President
 3. Secretary
 4. PR/Entertainment
 - ii. Odd years
 1. Treasurer
 2. Membership Coordinator
 3. At large

Nomination Process

1. At the June meeting, the designee (Treasurer, Secretary, Board Member at Large, etc.) shall announce which four (4) Board positions are open for election

2. Nomination of members for these positions must be made in good faith and with a commitment that such nominees if elected, would attend a minimum of ten (10) meetings per year, made up of any combination of Board meetings, gatherings, and events.
3. A member nominated in advance of the June Board meeting may only accept a nomination for one Board position on the ballot. A member can be nominated for a board position from the floor of the June Board meeting but shall only have one active nomination at a time. The member may be nominated from the floor for an option prior to the position in which they were nominated being considered but if they accept the new nomination, must rescind any other nomination.
4. Candidates must be in good standing
5. All nominees for Board positions are required to attend the July Board meeting
6. At the June Board meeting the designee shall place all nominations before the membership at which time further nominations may be made and seconded from the floor. A vote is not necessary on a nomination, as the vote will occur during the voting process
7. All nominations are for a specific Board position
8. Any nominee for the position of President must be currently holding a position, or have held a position within the last 2 years.
9. Each candidate will be given up to two minutes to make a state of their interest in and qualifications for the position.

Voting Process

1. At the July Board meeting, the designee shall place all nominations before the membership for a vote.
2. If all or part of the slate of officers is challenged, the vote shall be held in the order listed alphabetically. If any challenged office does NOT win a clear majority of ballots, the election may require a delay for discussion and the vote begins again until there is a clear majority for each elected office.

ARTICLE V – BOARD OF OFFICERS:

Board of Officers

1. **Business and Property**
 - a. The business and property of the Chapter shall be managed by the elected offices of the Board of the Chapter.
2. **Term of office**
 - a. The term of office for all Officers shall be from June 1st or when appointed, whichever is later and run until May 31st or when the new officers are elected, whichever is later.

3. Removal from Board

- a. The Board may choose, via a majority vote when a quorum is present, to move Officers' positions within the Board.
- b. Any Officer may be removed from office by a majority vote of the Board, provided a quorum is present. Prior to removal, the board must vote, in the affirmative, with a removal proposal that has been presented to the Board 10 days prior to said meeting.

4. Mid-term Vacancy

- a. Any vacancy occurring on the Board by such reason as the death, resignation or removal from office requires the return of all Chapter physical and intellectual property within 72 hours or three (3) calendar days. An exception may be made in the case of death.
 - i. Failure to do so could result in legal action and violate the "in-good-standing" requirement prohibiting said former Officer from holding any future office.
- b. Any vacancy occurring on the Board shall be filled by appointment by the majority of the Board for the unexpired term of the vacated position.
 - i. The appointment is to be made by a simple majority vote of the remaining members of the Board.

5. Transition of Responsibilities

- a. At the June meeting the Board shall propose a Chapter budget for the following year to be presented to the incoming board at a Transition meeting between the old and new board
- b. At the July (transitional) meeting of the Board, the new Board shall review and update as needed the budget to be presented for final approval.

6. Funds

- a. If the total amount for a single event or project exceeds \$500.00 from what has been approved in the budget, then the local board must approve such expenditures
- b. The Treasurer, or temporary designee, shall be responsible for all funds collected during membership drives and game day activities.
- c. As practicable, all funds shall be deposited within one to two business days following events.
- d. At least once per year the Treasurer, President, and Vice President should conduct a basic audit to ensure accuracy, fairness, and accountability.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Chapter is a not-for-profit Montana Corporation. Each Officer now or hereafter serving the Corporation, and each person who at the request of or on behalf of the Corporation is now serving or hereafter serves as an Officer, and the respective heirs, executors and administrator of each of them, shall be indemnified by the Corporation against all costs, expenses, judgments and liabilities, including attorneys' fees, reasonably incurred by or imposed upon them in connection with or resulting from any action, suit or proceeding, civil or criminal, in which they are or may be made a party by reason of their being or having been such Officer or by reason of any action alleged to have been taken or omitted by them as such Officer, whether or not they were an Officer at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which they shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performance of their duty as such Officer. Such indemnification shall be made with respect to adjudication's other than on the merits and shall extend to settlements and compromises. The Foregoing right of indemnification shall not be exclusive of other rights to which such Office may be entitled as a matter of law.

POLICIES AND BYLAW AMENDMENTS

1. The Central Council has approved and adopted a 'Codes of Conduct' and 'Code of Unity', see appendix A and B. All Board Officers and members are responsible for adhering to the Code of Conduct and Code of Unity, Appendix A and B. These would be items/issues that would not normally be included in bylaws but are needed to standardize how we conduct the business of the organization and the conduct of our members. As deemed necessary by the Executive Board, interim policy may be adopted by a majority of the current members of the Executive Board. Any interim policy adopted by the Executive Board shall be ratified or rescinded at the next regularly scheduled meeting of the Chapter. Any adoption, modification or elimination of a policy will be by vote of the Full Council as set forth in ARTICLE II, Sections 3 and 7. It is understood that any entity that provides items or services has the right to set their own conditions for said items or services and the Sea Hawkets cannot set a contradictory or less restrictive policy. Those entities also have the discretion to amend or remove any policy put in place by this organization on their items or services. It is further understood that any policy, written or unwritten, already in place at the time this procedure is adopted shall be grandfathered in.
2. These bylaws may be amended, with at least 21 days' notice, by a simple majority vote of the regular members at any meeting of the Board.
3. In the event of a discrepancy between the Montana Sea Hawkets and Central Council's bylaws, Central Council's will take precedence. The above and foregoing bylaws were duly amended by a majority vote of the board members of the Board as the bylaws of the Montana Sea Hawkets on the day of, 2023.

4. **Biennia Bylaw Review**

- a. The Secretary shall facilitate a biennial review of the Bylaws in odd years. Members, Officers, and Chapter representatives in good standing may submit suggested bylaw amendments. The biennial review shall occur as follows:
 - i. June: Bylaw revision process begins. Secretary will announce the beginning of Bylaws review during the Regularly scheduled Board meeting.
 - ii. September: Board reviews all comments, compiles a revised draft Bylaws document
 - iii. October: Draft Bylaws document presented to board, comments must be received by October 31st
 - iv. November: Board reviews comments and finalizes proposed Bylaws document
 - v. December: Board votes to accept or decline the proposed Bylaws document, by line item vote as presented in the finalized proposed Bylaws document
 - vi. January: New Bylaws are implemented
 - vii. Chapter Bylaw changes are communicated to the Central Council

Appendix A



CODE OF UNITY

To unify our members with five leading principles that align with the Sea Hawks’ Mission, Vision & Purpose and to partner with the Core Values of the Seahawks organization.

Commitment

To engage with all chapters worldwide, participate in *meetups and watch parties*, when possible, further our shared devotion to *charitable activities*, recruit *future Sea Hawks* to advance the organization, and support *the Seattle Seahawks*.

Camaraderie

To promote Sea Hawks’ *inclusivity* by creating a *sense of family* within our organization *all year long*. To expand our *fellowship* to away games and broaden our support of other *local teams and organizations*.

Culture

To promote *authenticity, respect, equity, and inclusivity* among all our members. This is **HOW WE 12!**

Collaboration

To cultivate *trust*, encourage member and *chapter interaction* while *supporting each chapter's best practices*, and *engage community partners to raise team awareness globally*.

Communication

To practice *transparency* throughout our organization, be *responsive, listen* to each other, and be *respectful*. To share information through all avenues including *social media*, email, in-person, and virtual meetings.

Appendix B



CODE OF CONDUCT

As a member of the Sea Hawks Booster Organization, it is important to establish a Code of Conduct to ensure that all members behave in a respectful and responsible manner while representing the organization.

- 1. Respect all members of the organization, regardless of their race, ethnicity, gender, religion, sexual orientation, or any other characteristic.**
- 2. Refrain from using abusive, threatening, or derogatory language towards other members or individuals outside of the organization.**
- 3. Refrain from any behavior that is violent or aggressive towards other individuals, including physical altercations and verbal confrontations.**
- 4. Adhere to all applicable laws and regulations while representing the organization, including those related to alcohol consumption and public behavior.**
- 5. Represent the Sea Hawks in a positive light, both online and in-person, and avoid engaging in any behavior that could reflect poorly on the organization.**
- 6. Sea Hawks must be treated fairly and equally. Avoid engaging in any behavior**

that could be deemed as favoritism or discrimination.

7. Maintain confidentiality when discussing sensitive or personal information.
8. Accept responsibility for your actions and their impact on others.
9. Maintain ethical behavior while representing the Sea Hawkers.
10. Report any violations of the Code of Conduct to Sea Hawker's leadership or designated point of contact.

By adhering to this Code of Conduct, we will create a safe and welcoming environment for everyone. Promoting positive interactions between members and our community is how we 12!