

**BYLAWS
OF THE
TEMPLE UNIVERSITY
OWL CLUB BOARD OF DIRECTORS**

This document guides the organizational and operational activity of the Owl Club Board of Directors, Officers and Executive Committee, the volunteer leadership of the Temple University Owl Club.

**ARTICLE I
IDENTIFICATION AND PURPOSE**

- Section 1. Name: The name of this organization shall be the Temple University Owl Club ("Owl Club"). The organization shall exist as authorized by the President or Trustees of Temple University ("University") and the Temple University Department of Intercollegiate Athletics ("Department of Athletics").
- Section 2. Office: The principal office shall be located at the Department of Athletics, Temple University, 1700 North Broad Street - 4th Floor, Philadelphia, Pennsylvania 19122.
- Section 3. Purpose: The purpose shall be to assist in providing the resources needed to enrich the lives of the University student-athletes as they strive to achieve excellence in the classroom and at the highest level of competition by serving and connecting with the University community with unparalleled experiences and tradition; and being committed to operating with integrity in the best interest of the University, the American Athletics Conference and the NCAA. Further, to support the needs of the Department of Athletics while fostering camaraderie, sportsmanship and school spirit among students, faculty, staff, alumni and friends of all University athletic programs.

**ARTICLE II
OWL CLUB MEMBERSHIP**

- Section 1. Membership: The minimum annual contribution as established by the Department of Athletics shall entitle a person or entity to membership in the Owl Club. Membership is to coincide with the University's fiscal cycle which currently commences on July 1 and ends on June 30 in any given year.
- Section 2. Benefits: The Benefits for each member shall be determined by the Department of Athletics as determined in its sole discretion and may change from time to time.
- Section 3. Voting Rights: Owl Club membership shall not entitle the holder to any votes unless otherwise determined by the Department of Athletics and the Board of

Directors and to the extent members have a vote, each member shall be entitled to one vote per matter submitted to a vote of the membership.

**ARTICLE III
ACCEPTANCE AND ALLOCATION**

- Section 1. Funds: The Board of Directors, Officers and Executive Committee shall have no authority to receive any funds. All funds shall be deposited in the appropriate fund account(s) established and directed by University personnel only and as solely determined by the University and Department of Athletics.
- Section 2. Designation: Contributions may be designated in whole or in part to specific athletic teams or for the general athletic fund based on the then current policies and/or procedures of the University and Department of Athletics.

**ARTICLE IV
MEETING OF OWL CLUB MEMBERS**

- Section 1. Annual Meeting: An annual meeting of all Owl Club members will be held to provide an update as to the Owl Club and University Athletic Department.
- Section 2. Special Meetings: Special meetings of the members may be called by the President of the Owl Club, a majority of the Board of Directors, or 50% of the membership.
- Section 3. Notice of Meetings: Written or printed notice stating the place and hour of any meeting of members shall be delivered to the last known address of the member either personally, by mail or electronic transmittal to each member with the intent to provide such, not less than seven (7) days before the date of such meeting.
- Section 4. Quorum: To the extent that membership is called upon to vote, at any meeting of the Owl Club if at least ten (10%) percent of those entitled to vote are present in person or by proxy shall constitute a quorum for such meeting.

**ARTICLE V
BOARD OF DIRECTORS**

- Section 1. General Powers: The affairs of the Owl Club shall be managed by its Board of Directors ("Board") and the Board shall have the necessary powers to carry out the purpose of the Owl Club, subject to the guidance from and approval by the Department of Athletics.
- Section 2. Qualifications: All directors of the Board each a "Director" shall be members of the Owl Club and maintain the following qualifications:

- i. Fiscal year Annual Fund contribution of at least Two Thousand Five Hundred Fifty-seven (\$2,557.00) Dollars representing the current Owl Club benefit level of "Football Uniforms". This amount to be adjusted based upon any changes to the Owl Club member benefit giving levels as designated by the University and/or the Department of Athletics and such requirement shall then be the closest category and amount to \$2,557.00.
- ii. Requirement to purchase each fiscal year at least one (1) full season ticket to each of the following: football, men's basketball and women's basketball;
- iii. Attendance at a minimum of three (3) of four (4) fiscal year meetings of the Board;
- iv. Participation on at least one (1) Owl Club committee (other than the Board);
- v. All elected Directors are expected to fill leadership roles in the Owl Club annual campaign and actively participate as volunteers.
- vi. At all times be in good standing, good moral character and maintain a positive attitude toward the University and the Athletic Department.
- vii. Exceptions to any or all of the qualifications may be made for former University athletes, young alumni and on the basis of special circumstances as determined by the Athletic Department and/or the Executive Committee.
- viii. An employee of the University's Athletic Department or Institutional Advancement (development) department(s) shall not be eligible to be a Director.

Section 3. Elections: Directors will be elected by the Board of Directors at the meeting called for elections as provided for in Article XI of these Bylaws. The elected Board of Directors (each a "Director") shall be composed of not less than fifteen (15) and no more than twenty-five (25) members, including elected officers.

Section 4. Ex-Officio Members: A representative of the Wild Cherry Owl Club, a representative of the Graduate Owl Club, the Director of Intercollegiate Athletics (or interim person or his/her representative), the Director for Development, and the Development of Intercollegiate Athletics professional staff shall serve as ex-officio members without voting rights. Other institutional staff members (i.e. Compliance, Faculty Representative, etc.) may comprise the ex-officio portion of the group at the discretion of the Department of Intercollegiate Athletics and Board.

- Section 5. Removal: A Director may be removed if they no longer meet the eligibility requirements established in Article V., Section 2, or by two-thirds majority vote of the Board at any regular or special meeting of the Board or as determined by the Athletic Department or University in its sole discretion.
- Section 6. Regular Meetings: The Board of Directors shall meet at least four (4) times a year. Special meetings may be called by, or at the request of, the President of the Owl Club, a representative of the Department of Athletics or by twenty-five (25%) percent of the Directors.
- Section 7. Notice of Meetings:
- A. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior to said meeting, by written notice, to each Director at his or her last known address as shown by the records of the Owl Club or by electronic transmittal.
 - B. Any Director may waive notice of any meeting.
- Section 8. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Proxy voting shall not be permitted. Abstention from voting shall not be counted as a vote cast, either affirmative or negative.
- Section 9. Term of Office: The term for elected Directors shall be for two (2) years. A Director may serve a maximum of two (2) consecutive two (2) year terms.
- Initial composition of the Board will allow for:
- A. one half (or if an odd number of directors in total, then plus one) of all directors being extended a single one (1) year appointment; and
 - B. one half of all directors being extend a two (2) year appointment.
- The purpose for this initial composition will be to have one half of the board terms to expire annually. Directors accepting an initial appointment of one (1) year will be allowed to accept an invitation to serve for two (2) additional consecutive two (2) year terms after the expiration of their initial term.
- Section 10. Vacancies: Any vacancy occurring in the Board of Directors may be filled by the Nomination and Compliance Committee for the unexpired term.
- Section 11. Rules of Order: All Owl Club Board of Directors meetings will be conducted in accordance with Robert's Rules of Order.

**ARTICLE VI
EXECUTIVE COMMITTEE**

- Section 1. Executive Committee Members. There shall be an Executive Committee consisting of the officers (President, Vice President, Secretary, and the Immediate Past President, and up to five (5) at large members (appointed by the President) from the Board of Directors, which shall have and may exercise any and all powers of the Board between meetings of the full board, and shall be subject at all times to the control and direction of the Board.
- Section 2. Meetings. The Executive Committee shall meet a minimum of four (4) times a year. Additional meetings may be called by the President, Director of Athletics, or the Director of Development at their sole discretion.

**ARTICLE VII
OFFICERS**

- Section 1. Officers: The officers of the Owl Club shall be a President, Vice President, Secretary, and the Immediate Past President. No person shall hold more than one (1) office at one time.
- Section 2. Term of Office: The President, Vice President and Secretary shall be elected by the Board of Directors immediately following the annual meeting. The President, Vice President, Secretary, and Immediate Past President shall hold office for two (2) years, or until his or her successor shall have been elected and qualified. In instances where the Immediate Past President has exhausted his/her term on the Board, an additional two (2) years will be extended to allow service as the Immediate Past President.
- Section 3. Vacancies: A vacancy in any elective office because of death, resignation, removal, disqualification or otherwise, may be filled by the President (or the Immediate Past President in the event that the office of President becomes vacant) for the unexpired portion of the term.
- Section 4. Qualifications. To be eligible for election as an officer, a person shall (i) have served as a Director for at least one (1) year at some prior time and (ii) meet all Board requirements of Article V, Section 2.
- Section 5. Removal: Any officer may be removed from office by a two-thirds majority of the Board of Directors at any regular or special meeting of the Board or in the sole discretion of the University or Athletic Department.
- Section 6. President: The President shall be the principal executive officer and shall provide leadership in all affairs of the Owl Club. In general, he or she shall

perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall only vote on Board of Director matters in the event of a tie vote, unless otherwise provided for herein.

- Section 7. Vice President: In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall be designated to perform the duties and possess the powers of the President. The Vice President shall perform such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Directors.
- Section 8. Secretary. The Secretary shall assist with keeping minutes and records of all proceedings of the Owl Club, including Board and Executive Committee meetings and such other duties as predetermined by the President.
- Section 9. Immediate Past President: Shall perform duties as assigned by the President or Board of Directors.

ARTICLE VIII OWL CLUB ADMINISTRATION

- Section 1. The general administrator of the Owl Club shall be the responsibility of the Athletic Department for the following:
- A. Handling day to day administrative affairs of the Owl Club;
 - B. The receipt, recording and handling of all funds as required by law and University policies and procedures;
 - C. The preparation and presentation of current Owl Club financial statements for distribution at meetings;
 - D. The organization of an annual campaign and any other activities of the Owl Club as assigned by the Director of Athletics or the University.
 - E. To oversee the operations of the Owl Club and determine if the acts of the Owl Club are approved and consistent with the Department of Athletics and the University's policies, procedures and desires of the Owl Club.

ARTICLE IX COMMITTEES

- Section 1. Standing Committees: Standing Committees may be established by the President and/or Board of Directors. Members of a Standing Committee shall be appointed by the President of the Owl Club. Current Standing Committees shall be:

1. Annual Fund and Membership Committee
2. Regional Chapters Committee
3. Nomination and Compliance Committee - See Article XI

Section 2. Ad hoc Committees: The President shall establish and appoint ad hoc committees as the need arises in the President's sole discretion.

ARTICLE X ELECTIONS

Section 1. The annual election shall be conducted at a meeting of the Board of Directors, to be held in the fourth quarter of the Owl Club's fiscal year, the Secretary shall submit a slate containing the nominees for the Board of Directors as submitted by the Nominating Committee including a provision of write-in candidates.

ARTICLE XI NOMINATION AND COMPLIANCE COMMITTEE

Section 1. Formation. There shall be a Nomination and Compliance Committee ("NC") consisting of the Immediate Past President (or if not able to serve, the most recent Past President that is available to serve) who shall be the chairperson of the NC and four (4) Board members who the Board shall elect at the first Board meeting of each fiscal year. In the event of a vacancy after the appointment of the NC members, the President shall then select a Board member to so serve.

- A. No officer or member of the Executive Committee, except for the Immediate Past President, shall be eligible to serve on the NC unless appointed by the President pursuant to Section 1 above. No member of the NC may be slated by the NC to serve as an officer of the Owl Club, unless that member resigns from the NC prior to his or her formal nomination.
- B. NC shall have the following specific roles and responsibilities:
 - (i) Nominate persons to be elected for the positions of officers and elected Directors at the election meeting of the Board.
 - (ii) Nominate persons to fill vacancies on the Board that may occur during the year.
 - (iii) Assess board profile to insure that appropriate skills and experiences exist on the Board.

- (iv) In considering individuals to be nominated for positions of Officers and Directors, the NC shall seek the advice of the incumbent President and a representative of the Department of Athletics.
 - (v) On an on-going basis, monitor Board of Director's adherence to the criteria set forth in Article V, Section 2.
- C. The NC shall submit a slate of nominees for officers and members of the Board of Directors to the Owl Club not less than ten (10) days prior to the election meeting of the Board.
 - D. Any member of the Owl Club in good standing and who meets the criteria described in Article V, Section 2 and as otherwise provided for herein may become a candidate for election as an officer or member of the Board of Directors by delivering a petition, signed by not less than ten (10) members of the Board in good standing, to the Chairperson of the NC at least thirty (30) days prior to the election meeting of the Board.
 - E. Any contested election of officers shall be by secret ballot and the nominee receiving the majority of votes for an office shall be elected to that office. In the event that no nominee shall receive a majority vote for an office on the first ballot, a second vote shall be taken in which the two nominees receiving the highest number of votes on the first ballot shall be the sole candidates.
 - F. Election of elected Directors shall also be held at the designated election meeting of the Board. Any contested election of Directors shall be by secret ballot and those nominees receiving the highest number of votes shall be elected to the Board.

**ARTICLE XII
INITIAL DIRECTORS, EXECUTIVE COMMITTEE AND OFFICERS**

One (1) year term:

Bill Barnes	Peter Chodoff	Jack Fatica
Heather Giordanella	Vera Hutton	Ed Magil
Steve Smith	Jay Solnick	

Two (2) year term:

Bob Aglira	Dan Boyce	Ed Freeman
Cherifa Howarth	Len Jacobs	Pat Marion
Ed Plasky	Kate Silk	Niki Trunk

**ARTICLE XIII
AMENDMENTS**

Section 1. An affirmative vote of two thirds of those voting at a duly called meeting pursuant to these Bylaws or by proxy shall be required to adopt an amendment to these Articles.

Adopted and Approved by the then sitting Executive Committee of the Owl Club: November 18, 2013

Adopted and approved by Department of Athletics: November 18, 2013