

**Cardinal Newman High School
The Crusader Club
Committee Charter**

ARTICLE 1: STRUCTURE

The Crusader Club ("Club") is a Committee of Cardinal Newman High School ("CNHS"). The Club is formed and operates under the direction of CNHS and conforms to CNHS's commitment to purposes that are exclusively charitable, cultural and educational in nature, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder.

ARTICLE 2: MISSION STATEMENT

The Club's Mission is:

To provide St. Ann High School and CNHS Crusader letter-winners with opportunities to remain involved with each other, with Crusader athletics and with CNHS; to encourage letter-winners to attend and support CNHS athletic, academic and extra-curricular activities; to assist in ensuring an enjoyable, meaningful and productive experience for all Crusaders of the future.

ARTICLE 3: PURPOSES

The primary purposes for which the Club is organized are:

1. To assist CNHS in the promotion, support and success of its athletic and academic programs;
2. to provide all CNHS and St. Ann High School Crusader Varsity Letterwinners with a special opportunity to remain involved with each other as well as with CNHS and its Crusader athletic programs;
3. to provide recognition, leadership and support of CNHS, for the Club itself and for the Club's Crusader Sports Hall of Fame; and
4. to foster the development and implementation of appropriate objectives, purposes and goals of this Club.

ARTICLE 4: PROSCRIPTIONS

In no event shall the Club engage in any activity which would be contrary to the purposes and activities (1) that are permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (2) engaged in by

The Club shall not engage in, nor shall any of its funds, property, or income be used in, carrying on propaganda or otherwise attempting to influence legislation, nor shall the Club participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office, nor shall the Club engage in subversive activities.

No part of the gross receipts or net earnings of the Club shall inure to the benefit of any Club member.

ARTICLE 5: BOARD OF DIRECTORS

Authority: The affairs of the Club shall be governed by a Board of Directors which shall have authority, as delegated by the President of CNHS and described below, for the conduct of the Club's affairs.

Number of Directors: The Board of Directors shall have no fewer than seven (7) members nor more than twenty-one (21) members, each of whom shall possess appropriate skills and experience for the position and each of whom shall be dedicated to the purposes of the Corporation.

Board of Directors: The Club shall have two categories of Directors: Ex-officio Directors and At-large Directors. The Ex-Officio Directors shall consist of the President of CNHS, the Chair of the Crusader Club Board of Directors, the Chief Executive Officer ("CEO") of the Crusader Club and the Chairs of each of the 5 Standing Club Committees.

The President of CNHS and the CEO of the Club shall be permanent members of the Board of Directors. The remaining Ex-Officio members of the Board of Directors shall serve until their terms as Standing Committee Chairs expire in accordance with Article 6.

The Initial Ex-Officio Directors shall elect, by majority vote, the number of At-large Directors from among Club members to equal a total of twenty-one (21) when Ex-Officio and At-Large Directors are counted. Half of those At-Large Directors will be assigned terms that expire December 31, 2021, while the other half will serve terms that expire December 31, 2022. All subsequent At-large Directors shall have two-year terms.

At-large Directors may be re-elected by the Ex-Officio Directors for two (2) additional 2-year terms, then becoming ineligible for re-election for one (1) year.

The President of CNHS shall appoint a Chair of the Board of Directors. The CEO of the Crusader Club shall serve as Vice Chair of the Board of Directors.

Qualifications: Each member of the Board of Directors shall have demonstrated an interest in the principles, objectives, concepts and goals of the Club. No person shall be denied membership on the Board of Directors by reason of race, creed, national origin, age, handicap, color, marital status, sex, sexual orientation, or religion.

Vacancies: Vacancies occurring on the Board of Directors prior to the expiration of any term may be filled for the balance of that unexpired term by appointment by the Chair of the Board of Directors.

Period of Service: All members of the Board of Directors shall serve according to their terms, unless otherwise unable to fulfill their duties.

Compensation: No member of the Board of Directors shall receive any compensation from the Corporation. Members may be reimbursed for reasonable expenses incurred for the benefit of, or on behalf of, the Corporation and approved by the Chair or Vice-Chair of the Board of Directors and the Chair of the Finance Committee.

Meetings: The Board of Directors shall meet at least one (1) time each year. Additional meetings may be called by the Chair or by a simple majority of all Directors. Notice of meetings shall be distributed by the Chair or Vice-Chair of the Board of Directors by US Postal Service mail or by electronic means to each Director, with an agenda prepared by the Chair, the Vice-Chair or their designee.

Action in Lieu of Meetings: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of the Board of Directors if the Chair or Vice-Chair of the Board of Directors and all members of the Board of the Board of Directors shall individually, or collectively, consent to such action in writing or in electronic fashion acceptable to the Chair or Vice-Chair of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Board at a duly held meeting.

Quorum: A quorum shall consist of a simple majority of all members of the Board of Directors. Every act of, or decision made by, a majority of the Board of Directors present at a meeting duly held at which a quorum is present shall be the act of the entire Board of Directors.

Employment of Staff: The Board of Directors may authorize the CEO of the Crusader Club, in consultation with the Chair of the Board of Directors and the Chair of the Finance Committee, to retain paid employees or paid independent contractors as necessary to undertake the day-to-day business of the Club, consistent with the policies and directions set by the President of CNHS providing that said employees or independent contractors possess appropriate qualifications for the position that each is to hold. The Board of Directors may also retain the services of consultants and other professionals to assist the Board and/or staff in the performance of selected tasks.

Fiscal Management: The Board of Directors shall direct the Finance Committee to recommend to the Board of Directors for adoption certain fiscal and management policies for the Club. The Club shall establish and maintain a bank account restricted to all and only Club receipts and disbursements.

Essential elements of fiscal management include the careful stewardship of, and the comprehensive reporting of, all funds and other assets received by, disbursed by and in the possession of the Club. The Club shall provide such reporting, no less frequently than each calendar quarter, to CNHS and to the Board of Directors. The Club shall also provide such reporting, no less frequently than annually, to all Club members and to all those who have provided financial support for the Club. The Finance Committee, with approval of the Executive Committee may engage an accountant or accounting firm or firms to perform compilation, review or audit of the books and records of the Club.

ARTICLE 6: COMMITTEES

The Board of Directors shall have the authority to establish such Committees, in addition to the Standing Committees listed below, as the Board of Directors shall, from time to time, deem in its sole and absolute discretion appropriate in furtherance of the purposes of the Club.

All Committees shall operate in accordance with procedures approved by the Board of Directors, shall report to the Executive Committee, acting on behalf of the Board of Directors, shall have no authority to bind the Board of Directors or CNHS, shall be solely advisory in nature and, with respect to the Standing Committees and shall be chaired by a member of the Board of Directors.

The Board of Directors shall appoint a Chair of each Committee. Each Committee Chair shall have a term of two years, unless that term is otherwise revised by the Executive Committee. Each Chair may be re-

appointed for two (2) additional 2-year terms, then becoming ineligible for re-election for one (1) year.

Each Committee Chair shall recommend to the Executive Committee a Vice-Chair to serve in the absence of the Chair and to succeed the Chair upon the expiration of the Chair's term or the Chair's inability to serve as Chair.

Each initial Chair shall lead his/her Committee in preparing and proposing to the Board of Directors a Charter of that Committee's mission, strategy, goals and objectives. The initial Committees and all subsequent Committees shall seek the approval of the Executive Committee, by December 31 of each year, of that Committee's goals and objectives for the coming year, including budgets.

The Standing Committees shall be the Executive Committee, the Membership Committee, the Finance Committee, the Development Committee, the Strategic Planning Committee and the Crusader Sports Hall of Fame Committee.

The Executive Committee shall be composed of all seven (7) Ex-Officio Directors. The entire Board of Directors may authorize the Executive Committee to act in its stead on certain matters from time to time.

ARTICLE 7: RULES OF ORDER

Roberts Rules of Order shall be the procedural format used for conducting and considering business in meetings of the Board of Directors.

ARTICLE 8: BOOKS AND RECORDS

Correct and complete records of all meetings of the Board of Directors and copies of all correspondence, resolutions, compilations, reviews and/or audits, reports, plans, printed materials, grants, income and expenditures, and any and all other documents pertaining to corporate business shall be recorded by the Vice-Chair of the Club or his/her designee. Such records shall be maintained at CNHS in a manner safe from theft, fire, water, or other damage, for a period of five (5) years, or as otherwise advised by legal counsel and approved by the Board of Directors.

ARTICLE 9: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts: The Chair or Vice-Chair of the Board of Directors may authorize an agent or agents of the Club to enter into any contract or execute and

deliver any instrument in the name of and on behalf of the Club, and such authority shall be confined to specific instances.

Checks, Drafts, and Other Orders for Payment: All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President of CNHS, the Chair of the Board of Directors of the Club and/or the CEO of the Club, in the number and manner as determined by the Finance Committee.

Deposits: All funds of the Corporation shall be deposited in a timely manner to the credit of the Club in such banks, trust companies, or other depositories as the President of CNHS, the Chair of the Board of Directors and the CEO may select.

Gifts: The Board of Directors may accept, reject, or return, on behalf of the Club, any donation, contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Club.

ARTICLE 10: AMENDMENTS

Power to Amend Charter: This Charter of the Club may be amended, repealed, or added to, or a new Charter may be adopted only by confirming action of the President of CNHS.



**Brother Thomas Zoppo, FSC, President
Cardinal Newman High School**

November 18, 2020



**David McIntosh, Chair
The Crusader Club Board of Directors**

November 18, 2020



**Jeffrey J. Newkirk
Chief Executive Officer, The Crusader Club**

November 18, 2020