

**BYLAWS OF  
SEA HAWKERS CENTRAL COUNCIL**

**ARTICLE I – NAME AND PURPOSE**

Sea Hawks are the most passionate, hardcore, devoted, cheer-crazy, raisin’ the roof, no life during football season, havin’ fun fans on earth. Our purpose, as a Sea Hawks Booster Club, is to have fun while supporting the Seahawks players, the Seahawks organization and our local communities around the world. We are the official Seahawks Booster Club recognized by the Seahawks organization. We are a volunteer organization run by, and for, Seahawks fans.

**ARTICLE II – GENERAL PROVISIONS**

**1. Membership and Structure**

Membership eligibility: Anybody who is a Seahawks fan, who desires to share in our camaraderie, the work we do in our communities, and at the same time support our team may become a member of the Sea Hawks.

All Chapters/members must be in good standing. Chapters/members are deemed to be in good standing when all of the following conditions are met:

- Current on Chapter/member dues
- In compliance with all position duties, as assigned
- Not subject to any form of sanction, suspension or disciplinary action
- Not known to have violated any Seahawks or Sea Hawks policies and/or guidelines, including these bylaws

Additional guidance regarding being a ‘member in good standing’ is maintained in the Sea Hawker Policies.

Membership of the Central Council shall consist of:

- a. Executive Board: The Executive Board, hereinafter called the Board, consists of the ten (10) Officers as prescribed in Article VI Section 2.
- b. Chapter Representative: Each Sea Hawks Chapter in good standing shall, during the month of January, designate one (1) representative and two (2) alternates to serve on Central Council. Alternate representatives shall assume all responsibilities of the Chapter Representative in their absence. See Article III for sanctions related to the absence of representation at meetings. Chapter Representatives are expected to share information garnered from Central Council meetings, Board emails and other communication with their Chapter’s membership.

- c. Trial Status Chapter Representative: Each Sea Hawkers Trial Status Chapter in good standing shall, during the month of January, in addition to initially at their time of joining, designate one (1) representative and one (1) alternate to serve on Central Council. Alternate representatives shall assume all responsibilities of the Chapter Representative in their absence. See Article III for sanctions related to the absence of representation at meetings. Chapter Representatives are expected to share information garnered from Central Council meetings, Board emails and other communication with their Chapter membership.
- d. Seahawks Representative: The Seahawks Representative(s) may attend Central Council meetings.
- e. Merchandise Coordinator: The Merchandise Coordinator may attend Central Council meetings.

## **2. Currency**

All Chapter and member dues, fees and any other references to monetary units are in US Dollars.

## **3. Voting at Central Council Meetings**

- a. Chapters shall be entitled to one (1) vote per Chapter on all matters set to a vote. Alternate representatives are not entitled to vote except in the absence of the designated Chapter Representative.
- b. Trial Status Chapter Representatives shall not be entitled to vote.
- c. Each of the eight (8) voting Officers of the Board shall be entitled to one (1) vote on all matters sent to a vote.
- d. Seahawks Representative(s), Merchandise Coordinator and US Military Chapter Representative shall not be entitled to vote.
- e. Non-voting members, to include alternate Chapter Representatives, Immediate Past-President, Parliamentarian, Merchandise Coordinator, US Military Chapter Representative and Seahawks Representative(s), are welcome to speak up on issues.
- f. In the case of a tie vote the Immediate Past-President shall vote. If still tied, or the Past President is absent, then the Parliamentarian shall vote.
- g. Voting shall be by voice vote or roll call vote. A secret ballot vote may be requested and shall be at the discretion of the Parliamentarian.

- h. There shall be no voting by proxy for an individual or Chapter. Officers and Representatives must be present to cast a vote, except as provided for in ARTICLE II Section 7.b.1.a.
- i. Special meetings may be attended live or reviewed via recording by any Chapter Representatives, due to potential short notice.
- j. Majority vote is the victor.

#### **4. Chapter Dues**

- a. Chapter Dues to the Board, specifically the Treasurer, shall be paid no later than March 31 of each calendar year, as a condition of sending representatives to the Central Council meeting and/or receiving any of the benefits of membership in the Sea Hawks Booster Club.
- b. Dues not received from any Chapter by March 31, will cause said Chapter to forfeit membership effectively immediately until said dues are paid, thereby losing all benefits of the Sea Hawks Booster Club.
- c. Chapter dues shall be reviewed annually by the Board and stated in the Sea Hawker Policies.

#### **5. Chapter Membership Reporting**

- a. All Chapters shall submit monthly Membership Reports to the VP-Membership by the end of day on the 5th day of the following month. Membership reports shall include all member names (first and last) and email addresses.
  - 1. The VP-Membership shall provide a consolidated membership report to Central Council a month in arrears.
  - 2. All Chapters shall provide an end of year summary at the time of annual dues submission to include:
    - a. List of Board Members and their contact information
    - b. Email addresses to be associated with the Chapter email alias
- b. For family memberships the email address for the primary member is the only one required. Other email addresses are optional. In the rare occasion a member does not have an email address, the member may submit a phone number.
- c. See Article III for sanctions resulting from not submitting Membership reports on time.
- d. Membership renewal cycle shall occur only annually (once per year).

- e. Membership renewal cycle shall coincide with the physical calendar (not with the football season) to begin January 1 and conclude December 31.

## 6. Chapter Charitable Contribution Reporting

- a. All Chapters, including Trial, shall submit Quarterly Chapter Charitable Contributions Reports, to include individual volunteer activities, to the Secretary by the end of day on the 5th business day following the end of the quarter. Contribution Reports shall include at a minimum a description of the activity and total of hours by person, to the extent possible.
  - 1. Chapters must participate in at least one reportable charitable event per quarter. Events may include but are not limited to collecting items, raising money, community service, volunteering, etc.

## 7. Meetings

- a. **Board:** The Board shall hold regular meetings every odd month. The Board can hold additional meetings as the President, or a majority of the Board, deems necessary.
  - 1. Quorum: A majority of the current voting Officers must be present to constitute a quorum.
  - 2. Change in venue, date, or time of the meeting should be communicated at least 48 hours in advance of effecting the change via email to all Chapter Representatives and Board members.
  - 3. Meetings may be conducted via conference call, or other electronic means, as the Board determines appropriate.
- b. **Central Council:** Central Council meetings shall be held every even month.
  - 1. Chapters are required to attend six (6) Central Council meetings per year. See Article III for sanctions resulting from not having Chapter representation at Central Council meetings.
    - a. Chapter Representatives outside Pacific, Mountain, Central or Eastern Time are granted exemption from mandatory live meeting attendance, but must review the meeting recording and provide feedback or vote within 48 hours from the time it is sent.

- b. The Secretary shall provide a recording of the meeting within 24 hours of the meeting time.
  - c. Results of voting will not be live if members outside the four time zones do not attend live.
2. Quorum: 33% of the total of eligible voting Chapters and Officers must be present to constitute a quorum.
3. The day and time of Central Council meetings and the meeting place shall be as designated in the appropriate meeting notice, or as announced at the previous Central Council meeting.
4. Change in venue, date or time of the meeting should be communicated at least 48-hours in advance of effecting the change, via email to all Chapter Representatives and Board members.
5. Meetings may be conducted via conference call, other electronic means or mixed physical/electronic attendance, as the Board determines appropriate. However due to the logistical difficulties of, large wholly electronic meetings or mixed physical/electronic meetings, only those designated in Article II Section 1.a through e. may attend electronically.

**c. Anchored Meetings:**

1. Annual: The December Central Council meeting is designated as the Annual meeting. The Annual meeting is a focused session on the election of new Officers, announcement of new appointments, committees and voting on the annual review of Sea Hawk's Bylaws, etc.
2. Transitional: The January Board meeting immediately following the (Annual) December Central Council meeting is designated as the Transitional meeting for newly elected officers to the Board.
3. Budget: The February Central Council meeting will include the Board's presentation of the proposed budget for the current year for approval.
4. Additional: Special meetings of Central Council may be called at the discretion of the President, by a majority vote of the Board, or by the written request of a majority of the Central Council representatives. At least five (5) days' notice shall be given for all special meetings.

## ARTICLE III – REWARDS AND SANCTIONS

### 1. Rewards

- a. Every Chapter receives a signed item annually, unless the Chapter is not in good standing.
- b. Sea Hawker of the month, then winner goes on to be candidate for the year.
- c. Chapter of the Year Award
  1. Follows similar nomination and voting process as Sea Hawker of the Year.
  2. Eligible Chapters are in good standing, met all reporting deadlines, and submitted content to the newsletter (at least once)
  3. Other considerations include membership growth and charitable activity
  4. Chapter of the year- if chosen they get 50% off yearly dues following year and award and front center table at banquet. (Note: Start a new plaque to have Chapter name on it like the Sea hawkker of the year. This note is not part of the bylaw document)
- d. Chapters reporting on time every month & quarter & attending all meetings throughout the year gets 50 membership cards free and enter into a drawing for extra autographed item or prize.

### 2. Sanctions

- a) Failure to report membership on time (in a calendar year)
  1. 1<sup>st</sup> Month = Warning
  2. 2<sup>nd</sup> Month = \$25 late fee (donation towards membership cards for Chapters) & no longer eligible for Chapter of the Year.
  3. 3<sup>rd</sup> Month = No autographed item or Field Passes
  4. 4<sup>th</sup> Month = Grievance is filed
- b. Failure to report charitable activity on time (in a calendar year)
  1. 1<sup>st</sup> Quarter = Warning
  2. 2<sup>nd</sup> Quarter = No autographed item or Field Passes & no longer eligible for Chapter of the Year
  3. 3<sup>rd</sup> Quarter = Grievance is filed
- c. Chapter fails to have a representative at a Central Council meeting (in a calendar year)
  1. First meeting missed; they lose the right to vote at the next meeting.
  2. The same applies to Chapters outside PT, MT, CT, and ET who do not review the meeting and provide feedback or vote within 48 hours from the time it's sent.

3. If a 2<sup>nd</sup> meeting is missed the Chapter shall be subject to a 3 meeting voting ban.
  4. Any further missed meetings will result in grievance committee hearing.
- d. Any Chapter missing an anchored meeting is no longer eligible for Chapter of the year following the anchored meeting missed (Standard missed meeting sanctions also apply).

## ARTICLE IV – ELECTION OF OFFICERS TO THE BOARD

### 1. Term of Office

- a. Board Officers 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.
  1. Even Years (*elected at the Annual Meeting during the ODD year, with the term of office to begin January 1 of the following EVEN YEAR*):
    - President
    - VP-Liaison
    - Secretary
    - VP-Entertainment
  2. Odd Years (*elected at the Annual Meeting during the EVEN year, with the term of office to begin January 1 of the following ODD YEAR*):
    - Treasurer
    - VP-Membership
    - VP-Publicity
    - VP-At Large

### 2. Nomination Process

- a. At the October meeting, the Immediate-Past-President, or Parliamentarian, or designee, shall announce which four (4) Board positions are open for election.
- b. Nominations of members for these positions must be made in good faith and with commitment that such nominees, if elected, would attend a minimum of ten (10) meetings per year, made up of any combination of Central Council and Board meetings.

- c. A member nominated in advance of the December Central Council meeting may only accept a nomination for one Central Council position on the ballot. A member can be nominated for a Central Council position from the floor of the December Central Council meeting but shall only have one active nomination at a time. The member may be nominated from the floor for an open position prior to the position in which they were nominated is being considered but if they accept the new nomination, must rescind any other nomination.
- d. Candidates must be in good standing. Refer to Article II Section 1.
- e. All nominees for Board positions are required to attend the December Central Council meeting.
- f. At the December Central Council (Annual) meeting, the Immediate-Past President, or the Parliamentarian, or 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.
- g. All nominations are for a specific Board position.
- h. Any nominee for the position of President must be currently holding a position, or held a position within the last 2 years, on the Executive Board; or is currently holding a position on a Chapter's Board of Directors or has within the last 2 years.
- i. Each candidate will be given up to two minutes to make a statement of their interest in and qualifications for the position.

### **3. Voting Process**

- a. At the December Central Council (Annual) meeting, the Immediate-Past-President, or the Parliamentarian, or designee, shall place all nominations before the membership for a vote.
- b. See Article II Section 3.
- c. If all or part of the slate of officers is unchallenged the Immediate-Past President, or the Parliamentarian, or designee, may call for a voice vote to accept the unchallenged Officers
- d. If all or part of the slate of officers is challenged, the vote shall be held in the order listed in ARTICLE IV Section 1.b.1 and 1.b.2). If any challenged office does NOT win a clear majority of ballots (to include consideration for chapters outside of the Pacific, Mountain, Central or Eastern Time Zones), the election may require a delay of up to 48 hours to allow for voting from chapters outside of these given time zones. In the event a delay is required, voting shall resume within 7 days as agreed by a majority vote of the Central Council.



## **ARTICLE V – BOARD OF OFFICERS**

### **1. Business and Property**

The business and property of the Board shall be managed by the Board consisting of the Immediate Past-President and eight (8) Officers elected by Central Council, subject to the limitations of Article VIII.

### **2. Term of Office**

The term of office for all Officers shall be from January 1<sup>st</sup> or when appointed, whichever is later and run until December 31<sup>st</sup> 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 (i.e. swap Officers' positions).
- b. Any Officer may be removed from office by a majority vote of Central Council. The Board must agree with the proposal to remove an Officer prior to setting a vote, however. At a minimum, 10-days prior to a Central Council vote, the Board shall provide a written notice to the Officer of the subject proposal and to all Central Council members of the proposed removal.
- c. The established rules for meeting structure as outlined in Article II, Section 7 shall be followed.

### **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 Sea Hawkers Booster Club physical and intellectual property within ten (10) calendar days. An exception may be made in the case of death.
  - Failure to do so could result in legal action and violates the 'in-good-standing' requirement thus prohibiting said former Officer from holding any office on Central Council.
- b. Any vacancy occurring on the Board by the death, resignation, or removal from office shall be filled by appointment by the Board for the unexpired term of the vacated position.
  - 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 November Board meeting, the Board shall propose a budget for the following year to be presented to the incoming Board at the Transitional meeting (as defined Article II Section 7.c) between the old and new Board.
- b. At the January (Transitional) meeting of the Board, the new Board shall review and update as needed the budget to be presented at the February Central Council meeting for final approval.

## ARTICLE VI – OFFICERS AND APPOINTEES

1. Descriptions for Officer Positions are general duties; not every task is listed, and Board Officers have the right to change tasks among themselves when deemed in the best interest of the Booster Club and/or the Seahawks as long as a majority of the Board is in agreement.
  - a. Changes may also be made on a predetermined trial basis and will be duly noted in the meeting minutes.
  - b. The correspondence and records-of-procedure for each position shall be maintained by the Officer and are considered intellectual property that belongs to Central Council.
  - c. Each Officer is encouraged to select an assistant to support the roles, duties and responsibilities for continuity and to engage membership with Board activities.
2. **The Board**
  - All Board Officers must reside within a 100-mile radius of Lumen Field (local) except: Secretary, VP-Membership, VP-Publicity, VP At Large and Parliamentarian. However, these Officers must attend Board meetings and Central Council meetings on their scheduled day and time.
  - The Board shall consist of the following Officers:
    - a. **President** – Voting Member (Local)

The President shall be the chief executive officer of Central Council and its Board and shall preside at all meetings. They shall have the general and active management of Central Council and its Board, may execute all instruments on their behalf, and shall see that business and policy is 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 secondary contact (primary contact is the VP-Liaison) with the Seattle Seahawks, their management and staff.

b. **VP-Liaison** – Voting Member (Local)

The VP-Liaison shall be the chief representative and contact between all Sea Hawk Chapters and the Seattle Seahawks, their management and staff. They shall establish a working policy for contact with the Seahawks and provide procedural outlines to all Chapters. They shall be the primary contact for the Seahawks on any special requests they may have and coordinate all possible assistance. The VP-Liaison shall be the channel through which the Seahawks and Sea Hawk Chapters work together on matters of mutual interest.

c. **Secretary** – Voting Member

The Secretary shall keep the minutes of all Central Council and Board meetings, send the minutes to all Chapters within ten (10) calendar days of the meeting, send all official notices of such meetings, maintain addresses for Board members and Chapter's Central Council Representatives; conduct all official correspondence of Central Council and its Board, and perform such other duties pertaining to the secretarial requirements of Central Council and its Board. The minutes and official correspondence shall be maintained by the Secretary and belong to Central Council.

d. **VP-Entertainment** – Voting Member (Local)

The VP-Entertainment shall plan, organize and coordinate all activities of a social nature that originate with Central Council and involve the participation of all Chapters and their members. This shall include, but not be limited to such events as draft day party, road trips, annual member-only banquet, all-chapter parties/picnics/BBQ's and such other special events as Central Council or its Board may direct, such as working with the Road Crew on away game rallies. In addition, they shall work with booster clubs from other teams when practical, to create and promote mutual activities for members to attend when such teams meet.

e. **Treasurer** – Voting Member (Local)

The Treasurer shall receive and be accountable for all General Funds belonging to Central Council. They shall deposit all such funds in the name of Central Council in such depository as the Board may direct. They shall disburse such funds as Central Council or its Board may direct and shall sign all checks together with such other Officer as the Board may direct. They shall keep accurate books and records, provided by and belonging to Central Council, of all receipts and disbursements and report the financial status of Central Council at each meeting.

f. **VP-Membership** – Voting Member

The VP-Membership shall have the primary responsibility of collecting and reporting all Chapter membership numbers each month, organizing and coordinating an all-chapter membership recruitment program, and work with existing Chapters where assistance is required. They shall establish and maintain a program whereby a prospective member can be directed to a Chapter near his/her residence or location of choice, assist in all possible ways to ensure that Chapters are successful and are given all possible help and information, gather membership/recruiting ideas that have been successful and make them known to all Chapters, and serve as the Chair of the Chapter Development Committee. The spreadsheets, records, and official correspondence files and all central files shall be maintained by the VP-Membership and belong to the Central Council.

g. **VP-Publicity** – Voting Member

The VP Publicity shall have the primary responsibility of coordinating all publicity for Central

Council; to coordinate with the VP-Membership and the VP-Entertainment in publicizing Central Council events, publicize events involving the membership, and assist each Chapter's publicity chairperson. In addition, responsibilities shall include updating information on Sea Hawkers.org, oversee creation of promotional materials to meet brand standards, and oversee the review process of Chapter-generated promotional materials and/or merchandise. Additional responsibilities include external communication such as a newsletter and the creation of resources/materials that assist Chapters in better serving their members. Duties to include but are not limited to overseeing all intellectual property of the Sea Hawkers Booster Club. This includes Facebook, Instagram and Twitter, and working with the Sea Hawkers' Web Master for the website. This position shall appoint with approval of the Board several members to assist in monitoring and posting on all these platforms; fan engagement, answering of questions, filtering and addressing comments that are questionable. All of these platforms must have one other Board member listed as an administrator. This position will track all data from all social platforms to be included in their reports. The VP-Publicity shall assist Chapters with the recognition and posting of Chapter accomplishments, and publish any news from the Sea Hawkers governing body.

h. **VP At Large** – Voting Member

The VP At Large shall have the responsibility of assisting Central Council Officers as needed. They may participate in the Chapter Development and Grievance committees as requested by the President; coordinate Rookie of the Year and Sea Hawker of the Year awards presented during the annual banquet including ordering trophies and updating plaques, monitor, track and report incoming Charitable Activity Reporting Forms, and assist with the ordering of officer name badges and business cards.

- i. **Immediate-Past-President** – Non-Voting member until Article II Section 3.f is invoked.

The Immediate-Past-President shall have the primary responsibility of acting as an advisor to the Board and Central Council. In addition, they shall act for the President in his/her absence and perform such other duties as the President may direct. They shall oversee the nomination process for the election of Officers each year. The Immediate Past President may serve on the Chapter Development and Grievance committees

- j. **Parliamentarian** – Non-Voting member until Article II Section 3.f is invoked.

The Parliamentarian shall be appointed to a two (2) year term by the President, this term shall begin in January of an odd year. The Parliamentarian's primary responsibility is to advise and assist the President in parliamentary matters, maintain Sea Hawkers Bylaws including conducting the biennial review, serve as chair of the Grievance Committee as needed, and suggesting Bylaws and Policy revisions as may be necessary for the effective operation of Board and Council business. When requested, the Parliamentarian may serve on additional committees.

### 3. **Appointed non-Board positions**

- a. **Merchandise Coordinator** – Non-Voting member

The Merchandise Coordinator shall be appointed by the President and shall have the primary responsibilities to select, order, and market Sea Hawker items, subject to the approval of the Board via the Compliance Committee, and to maintain a separate checking account for Merchandising Funds in accordance with ARTICLE VIII for the purpose of buying and selling merchandise. The Merchandise Coordinator shall maintain accurate books and records of all receipts and disbursements and report the financial status on a quarterly basis to the Central Council. The Merchandise Coordinator will be the Chair of any merchandise committee that may be formed.

## **ARTICLE VII – COMMITTEES**

The Board shall establish such permanent and/or temporary committees as may seem appropriate and set forth the duties and responsibilities of each committee for the subsequent inclusion in these Bylaws to accomplish the purposes of Central Council and its Board. The President shall appoint the chairperson(s) of each committee unless otherwise stated below. The President may create and fill temporary committees as may seem appropriate to accomplish the purposes of Central Council and its Board-

1. **Chapter Development Committee:** Inquiries by prospective new Chapters for membership in the Booster Club shall be directed to the Chapter Development Committee. The Chapter Development Chair shall be the VP-Membership. This committee shall promptly respond and:
  - a. Request any additional information deemed necessary to complete the process.
  - b. Make such inquiry or investigation as may seem pertinent to the party involved.
  - c. Seek coordination and assistance with other Chapters that may adjoin the area of the proposed new Chapter.
  - d. A two-thirds majority vote of the Chapter Development Committee is required before the committee presents a recommendation to the Board.
  - e. The Committee Chair shall be responsible for determining Committee membership.
  
2. **Grievance Committee:** The Grievance Committee shall hear all formal complaints concerning the action or conduct of Chapters, members or Officers. The Grievance Committee Chair shall be the Parliamentarian.
  - a. All grievances must be submitted in writing and set forth all pertinent facts.
  - b. The Parliamentarian will refer all formal complaints to the Grievance Committee.
  - c. The Committee Chair shall be responsible for determining Committee membership.
  - d. A two-thirds majority vote of the Grievance Committee is required before the committee presents a recommendation to the Board. The Board may decide to bring the issue and recommended action from the Grievance Committee to Central Council or to enact an action.
  - e. The Committee will process all complaints promptly, with an expected period to process the complaint equal to or less than 3-months as to accommodate necessary communication with the Board and/or Central Council via regularly scheduled meetings.
  - f. Should the Committee not complete the process within the prescribed 3-months, the Board will have 30-days to assess a final decision regarding the original grievance.
  
3. **Compliance Committee:** The Compliance Committee shall hear all inquiries regarding Seahawks and Sea Hawk logo, copyright, naming, and alternations of logos rules, etc. The Compliance Committee Chair shall be the VP-At Large. This committee shall promptly respond and:

- a. Make such inquiry or investigation as may seem pertinent to the party involved.
  - b. Request any additional information deemed necessary to complete the process.
  - c. The VP-At Large will refer all inquiries to the Compliance Committee.
  - d. The Committee Chair shall be responsible for determining Committee membership.
  - e. A two-thirds majority vote of the Compliance Committee is required before the committee presents a recommendation to the Board. The Board may decide to bring the issue and recommended action from the Compliance Committee to Central Council or to enact an action.
  - f. The Committee will process all complaints promptly, with an expected period to process the complaint equal to or less than 3-months as to accommodate necessary communication with the Board and/or Central Council via regularly scheduled meetings.
  - g. Should the Committee not complete the process within the prescribed 3-months, the Board will have 30-days to assess a final decision regarding the original grievance.
4. **Rewards and Recognition Committee:** The Rewards and Recognition Committee shall be responsible for administering current and developing new ideas for rewarding members and Chapters. The Rewards and Recognition Committee shall be chaired by the VP-At-Large. The Committee shall:
- a. Select the Sea Hawker of the month.
  - b. Present the slate of candidates for Sea Hawker of the Year at the Annual meeting.
  - c. Present the slate of candidates for Chapter of the Year at the Annual meeting (once this is established).
  - d. Solicit, at least once annually, ideas from the membership for ways to reward and recognize members and/or Chapters.

#### **ARTICLE VIII - CENTRAL COUNCIL FUNDS**

1. There shall be two accounts, one for General Funds and one for Merchandising Funds. The name and branch location of the financial institution of record shall be maintained in the policies.

2. The Merchandising Funds of Central Council must be deposited in Central Council's name in any financial institution approved by the Board. Two signatures (typically the Merchandise Coordinator and the President or Secretary, or two Board members whose personal relationship is clearly unbiased as viewed by a 3<sup>rd</sup> party) are required for all withdrawals or as the Board directs.
3. No Central Council funds shall be incurred or spent by any member or Officer without the prior approval of the Board.
  - a. If the total amount for a single event or project exceeds \$500.00 from what has been approved in the Central Council budget, then Central Council must approve such expenditures.
4. All transfers of funds between the General Funds and the Merchandising Funds accounts must be approved by the Board.

## **ARTICLE IX - AUTHORITY TO GOVERN CHAPTERS**

### **1. Trial Chapters**

- a. Anyone wishing to form a Chapter will be designated as a Prospective Chapter.
- b. The prospective Chapter must submit an application to the Chapter Development Committee with the following items:
  1. A minimum of 15 names and addresses of paid members in the proposed Chapter.
  2. The proposed name of the Chapter to be approved by the Chapter Development Committee.
  3. Geographic description of the area to draw members from (state and/or city).
  4. Application accompanied by \$50.00 application fee (non-refundable).
  5. Proposed Bylaws for the Chapter. Recommend utilizing the Central Council Bylaws at a minimum.
  6. Proposed Articles of Incorporation as a not-for-profit corporation.
- c. All applications shall be given to the Chapter Development Committee for its prompt review and consideration.
- d. The Chapter Development Committee shall report its findings and recommendations to the Board at the earliest time possible (but, no later than three months after initial request), at which time the Board may:



1. By not less than a 60% favorable vote, grant a Trial Status to the new Chapter to organize.
2. If Trial Status is granted, monitor for a one (1) year trial period before permanent Chapter status is considered.
3. Request further information or study.
4. Deny the application by failing to approve it.

## **2. Trial Status for Prospective Chapters**

- a. When the Board acts favorably and approves Trial Chapter Status being issued to the prospective new Chapter, said Trial Chapter shall meet the following requirements to be completed within one (1) year.
  1. The proposed Chapter will incorporate as a not-for-profit corporation with the Secretary of State in their home state and receive a Unified Business Identifier (UBI) number, or equivalent and send a copy to the Board Secretary.
  2. The proposed Chapter will draft, approve and adopt Chapter Bylaws. Chapter Bylaws must be signed and dated by the current Chapter Board, and send a copy of the signed Bylaws to the Board Secretary.
  3. Pay \$50 in dues.
  4. The proposed Chapter shall grow paid membership with a target of not less than 30 members for viability of Chapter membership.
  5. Trial Chapters are required to attend Central Council Meetings. See Article III Section 2.c for sanctions resulting from failure to have representation at Central Council meetings.
  6. Trial Chapters shall be supportive of the goals for which we were founded and the Sea Hawk's Purpose, Mission and Vision.
- b. At the end of one (1) year of Trial Status the Chapter is eligible for Full Chapter Status by a 60% favorable vote of the Board. If the Board declines the full Chapter Status, the Board may either extend and/or modify the Trial Status or may terminate said status.

1. If granted Full Chapter Status, the Chapter will pay the balance of the current calendar year's dues, pro-rated on a monthly basis.
  2. If extended, pay dues for the period of the extension, pro-rated on a monthly basis.
- c. During the time that a proposed Chapter is operating under a Trial Chapter Status it shall:
1. Attend Central Council meetings and participate in the social activities sponsored by the Sea Hawkers.
  2. Submit Membership Reports to the VP-Membership as per Article II Section 5.
  3. Submit quarterly Chapter Charitable Contributions Reports as per Article II Section 6.

### **3. Chapters in General**

- a. It is recognized by this Board and Central Council as a statement of principle that the ultimate success of any booster organization lies in its contribution to the group, which it seeks to support. Thus, any disruptive or negative action entered into by an official Chapter diminishes our goals and will not be tolerated.
- b. The Seattle Seahawks football organization recognizes the Sea Hawkers as their official booster organization through Central Council. Central Council in turn gives its recognition to those Chapters which support and contribute to the purposes and goals of our Articles of Incorporation and general policy adopted by Central Council in pursuit thereof.
- c. In the event any individual Chapter or member(s) therein adopt a course of action detrimental to the purposes and goals of the combined booster organization, or contrary to the best interest of the Seattle Seahawks, the Central Council may, upon the recommendation of the Grievance Committee, take such action and impose such "further actions" as may be deemed appropriate, provided that if the offensive action was committed by an individual(s) of a Chapter, then the Chapter shall be informed by the Grievance Committee and be responsible to take its own corrective action. If the Chapter fails to correct such action, then further actions may be imposed upon the Chapter by the Board.
- d. The Board may only act upon the recommendations of the Grievance Committee. If the Grievance Committee recommends action, the Board may impose any or a combination of the following actions upon a Chapter:
  1. Direct a letter to the appropriate Chapter containing the grievance findings and conclusions.

2. Restrictions on the privileges or the benefits flowing to the Chapter.
  3. Monetary fines not to exceed \$100.00.
  4. Removal of the Chapter's official booster club designation.
- e. No action shall be imposed upon a Chapter except by a two-thirds vote of Board members present and voting, and only after written notice, setting forth the action to be recommended and the reasons therefore, has been mailed to the Chapter at its last registered address at least 14 days prior to the Board meeting that considers the matter. The Board shall not remove the official booster Chapter designation from any Chapter except by a three-fourths vote of the Board members present and voting and only after 30 days' written notice to the Chapter as provided herein above. Notice must be sent by Certified Return Receipt Mail.
- f. In the event the Board should remove the official booster club designation from any Chapter, said Chapter shall:
1. Return to the Board all official Sea Hawk banners, pins, patches and other evidences of membership to include all property, documentation and data.
  2. In addition, the Board shall notify the Seattle Seahawks of the Board's action and its reasons.
- g. The use of the Sea Hawk name or logo by any Chapter or member, except for stationary, is strictly forbidden unless approval is received from the Board via the Compliance Committee.

#### **ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Central Council is a not-for-profit Washington 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.

Effective February 1, 2023

The foregoing right of indemnification shall not be exclusive of other rights to which such Officer may be entitled as a matter of law.

## **ARTICLE XI - DISSOLUTION**

1. Central Council and its Board shall remain in existence as long as two (2) or more Chapters exist.
2. Upon dissolution any remaining Central Council real property and funds shall be donated to a charity selected by the Seattle Seahawks.

## **ARTICLE XII – POLICIES AND BYLAW AMENDMENTS**

### **1. Policies**

Policies, including but not limited to, 'Codes of Conduct' may be adopted that address items/issues not covered in these bylaws. 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 Central Council.

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 Hawks 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. Suggested Bylaw Changes**

Members, Officers, and Chapter Representatives, in good standing, may submit suggested Bylaw amendments at any time to the Parliamentarian. The Parliamentarian will present all submittals to the Board during the Board meeting following receipt of the submittal. The Board will determine if the change warrants an immediate vote before Central Council, at the next Central Council meeting, or if the change should be held for inclusion in the biennial Bylaw review process.

### **3. Biennial Bylaw Review**

The Parliamentarian 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:

- a. June: Bylaws revision process begins. Parliamentarian will announce the beginning of Bylaws review during the Central Council meeting. Comments received on or before August 15 will be considered.
- b. September: Board reviews all comments, compiles a revised draft Bylaws document.
- c. October: Draft Bylaw document presented to Central Council. Comments to the draft must be received by October 31.
- d. November: Board reviews comments and finalizes proposed Bylaws document.
- e. December: Central Council votes to accept or decline the proposed Bylaws document, by line item vote as presented in the finalized proposed Bylaws document.
- f. January: New Bylaws implemented.
- g. February: All Chapter Bylaws must be reviewed and amended, as appropriate, to be compliant with the revised Central Council Bylaws.
- h. March: Copy of current Chapter Bylaws shall be sent to the Parliamentarian and the Secretary.

### **ARTICLE XIII - ROBERT'S RULES OF ORDER**

Robert's Rules of Order shall govern Central Council and its Board, including but not limited to the right to suspend rules and to control the amount of time spent on one topic as defined below when deemed beneficial by the Board, giving Central Council flexibility to consider unexpected topics and/or situations.

**Suspend the Rules:** Allows a violation of the assembly's own rules; the object of the suspension must be specified and recorded in the meeting minutes.

**Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time.

**Limit Debate:** Closing debate at a certain time or limiting to a certain period of time.

**Fair and Orderly Meetings and Conventions:** Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of all business is controlled by the general will of the whole membership - the

Effective February 1, 2023

right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment after a full and fair "working through" of the issues involved. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

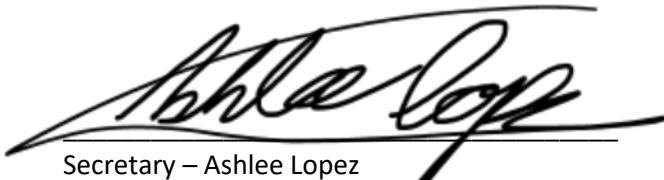
These bylaws were amended on February 1, 2023, during the Central Council Meeting, taking effect February 1, 2023 with the approval vote of the Central Council representatives at that meeting.



President - Elise Robinson




VP Liaison – Alena Edin



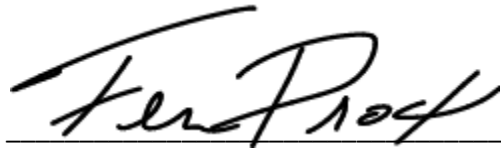
Secretary – Ashlee Lopez



VP Entertainment – Diana Kain



Treasurer – Lori Cross



VP Membership – Fern Proctor



VP Publicity – Anna Peterson



VP At Large – Chris Childs