

ARTICLE I ORGANIZATION

1. The organization shall be known as Tar Heel Team Tempo, Inc, incorporated under the laws of the State of North Carolina as a non-profit corporation for the purpose of supporting Women's Basketball at the University of North Carolina at Chapel Hill.
2. The organization shall operate in strict compliance with NCAA and ACC regulations.

ARTICLE II PURPOSES

Fans of UNC Women's Basketball at Chapel Hill created this organization:

1. To support the Women's Basketball program with a focus on expanding the fan base and increasing game attendance;
2. To serve as a source of information and a voice for fans of Women's Basketball;
3. To provide opportunities for those who share a passion for the Women's Basketball program to spend time with others who feel the same way;
4. To be a resource for the Coach and her staff in support of their efforts to make the basketball program increasingly more successful, and
5. To be a resource for UNCAA by offering assistance in support of their activities related to the promotion of the Women's Basketball program.

ARTICLE III MEMBERSHIP

Membership shall be open to individuals who endorse the stated purposes of Tar Heel Team Tempo and who comply with membership requirements.

All members are expected to adhere to policies established by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The organization shall be managed by a Board of Directors (hereinafter referred to as 'Board') consisting of Nine (9) members, who shall serve without pay.

The Head Coach of the UNC Women's Basketball program or designee shall be an ex-officio, non-voting member of the Board.

Section 2. The Board shall have the authority to make and amend regulations and rules related to the operation of the organization.

The Board shall have the authority to hire and fix the compensation of any and all employees that they, in their discretion, may determine to be necessary for the conduct of the business of the organization.

By July 1st, each new Board shall approve and post on the organization's website an annual budget. The Board may not take any additional action that would create a financial obligation for the organization beyond the posted budget without obtaining prior approval from the membership. Such approval would require a 2/3 vote of the membership present in person or by proxy at an annual or special, called meeting.

Section 3. The term of office for a Board member shall be three years, with one-third of the Board rotating off the Board, each year.

Nominations and elections to fill the vacancies for those Directors whose terms expire shall be made in the following manner:

- a) At least 60 days before each annual meeting, the President shall appoint a Nominating Committee to elicit candidates for the Board. The majority of this Committee must be non-Board members, yet the Board must be represented.
- b) The Nominating Committee shall notify all members of its intent to elicit nominees and shall receive suggestions for nominations for a period of not less than 21 days after such notification. The Committee shall compile a slate of candidates who have expressed a willingness to serve and submit its report to the Secretary in sufficient time to allow for the information to be sent to all members at least 15 days prior to the annual meeting.
- c) Elections for the Board shall be held at the annual meeting of the members by written ballot. Each member eligible to vote may vote for as many nominees as there are vacancies, and those nominees receiving the highest number of votes shall be declared elected.

Section 4. A Board member may be expelled by no less than a 2/3 vote of the remaining members, a quorum being present.

Section 5. The resulting vacancy or any vacancies that occur during the year on the Board shall be filled for the duration of the unexpired term by a vote of the majority of the remaining members.

Section 6. The Board shall schedule regular meetings to be held at least every two months. Additional meetings may be called by the President or by any three Directors. Written or telephone notification shall be made at least seven days prior to the meeting and should include the time, place and agenda.

Section 7. A majority of the Board shall constitute a quorum. All matters coming before the Board shall be decided by majority vote of those present.

Section 8. Any Board member who shall be absent from three consecutive meetings of the Board, without excuse satisfactory to the Board, may be deemed to have resigned from the Board.

ARTICLE V OFFICERS

Section 1. Officers shall be elected annually by the Board, and each Officer shall be a member of the Board. At the first meeting of the Board following the annual meeting, the Board shall elect the President. The President may, at his/her option, nominate the other Officers subject to confirmation by a majority of the Board.

The Board may, by a majority of its members, remove any Officer or declare any office vacant and elect a successor to fill the unexpired term.

Section 2. The Officers of the Board shall be the President, the Vice President, the Secretary, and the Treasurer.

Section 3. The President shall provide the operational leadership to ensure that Board decisions are carried out and that the organization accomplishes its goals and objectives.

The President shall preside at all meetings of the Board, the Annual Meeting and at any special, called meeting. At each annual meeting, he or she will report on the affairs, activities and condition of the Organization.

The President shall be the principal liaison with the Head Coach of the Women's Basketball program.

The President, at his or her discretion, may also form working committees to complete specific tasks.

The President shall perform other duties as the Board may direct.

Section 4. The Vice President shall perform the duties of the President in his/her absence or disability and such other duties as the Board may direct.

Section 5. The Secretary shall record and keep the minutes of all meetings of the Board and of the general membership, and perform other duties as assigned by the Board.

Section 6. The Treasurer shall have responsibility for all fiscal matters of the organization and is one of the Officers who shall sign checks. The Treasurer shall report on the financial operations and condition of the organization at each regular meeting of the Board and at the annual meeting of the members.

Section 7. No Officer or Director shall, for reason of his or her office be entitled to receive any salary or compensation. However, nothing herein shall be construed to prevent an individual from receiving compensation from the organization for services performed other than as an Officer or Director.

ARTICLE VI COMMITTEES

The President shall, with the advice and consent of the Board, appoint a Board member or other individual as the Chairperson of the following standing committees:

1. Membership:

The Membership Committee shall establish and execute programs that seek to maintain current members as well as to attract new ones and to keep appropriate records.

2. Communications:

The Communications Committee shall function as the voice of Tar Heel Team Tempo. It will be a source of information to and feedback from the membership and other fans of UNC Women's Basketball concerning both Tar Heel Team Tempo and the basketball program.

3. Volunteer:

The Volunteer Committee shall establish and execute programs that seek to recruit volunteers from within the membership to serve on Tar Heel Team Tempo Committees and staff its ad hoc projects, as well as to be able to respond to requests for assistance from NCAA marketing and the basketball team.

4. Outreach:

The Outreach Committee shall establish and execute programs that seek to expand the fan base of the UNC women's basketball team and promote attendance at its games. It will also serve as a resource for the Coach and the UNCAA by offering assistance in support of their activities related to the Women's Basketball program. The President shall be responsible for the relationship with UNCAA and may appoint an individual or individuals to serve as a liason with them.

5. Events:

The Events Committee shall plan, promote and carry out social activities that seek to make membership in Tar Heel Team Tempo an even more enjoyable experience.

Each of the committees is authorized to establish its programs, consistent with the purposes of the organization, and subject to the approval of the Board.

The Chairperson of each Committee will present a written report on the committee's activities at each Board meeting. In addition, each Chairperson will prepare a written annual report, describing and evaluating its performance for presentation at the annual meeting.

ARTICLE VII MEETINGS

Section 1. The annual meeting of the members shall be held each year within 45 days following the last game of the season at a time and place to be determined by the Board of Directors.

The Secretary shall notify each member by written communication of the date, time, location and agenda at least 15 days before the annual meeting.

Section 2. Special meetings of the general membership may be called by the Board of Directors, or the President, or at the written request of twenty-five percent (25%) of the members.

The Secretary shall notify each member by written communication of the date, time, location and agenda at least 5 days before the special, called meeting.

The notice shall state the purpose of the meeting and no other business shall be conducted.

Section 3. At the annual meeting and any special, called meeting, ten percent (10%) of the members entitled to vote shall constitute a quorum.

Section 4. A member may be represented by a proxy at any meeting of the general membership, which proxy must be in writing and submitted to the Secretary prior to the meeting.

ARTICLE VIII VOTING

At all meetings, except for the election of Directors, voting shall be by show of hands. For the election of Directors, voting shall be secret ballot.

At any annual or special, called meeting, if a majority so requires, any issue may be voted upon by secret ballot.

Prior to voting by secret ballot, the Presiding Officer shall appoint a committee of three to tally the votes. None of these individuals shall be a candidate for office or shall be personally

interested in the issue being voted upon. The results of the vote shall be submitted in writing to the Presiding Officer.

ARTICLE IX ORDER OF BUSINESS

1. Approval of Minutes
2. Treasurer's Report
3. Correspondence and Communication
4. Reports of Committees.
5. Old Business.
6. New Business.
7. Adjourn.

ARTICLE X FUNDING

The Board shall determine how the organization is to be funded.

ARTICLE XI FISCAL YEAR

The Board shall determine the fiscal year of the organization such that it is consistent with the guidelines for it's 501(c)(3) corporate status.

ARTICLE XII AMENDMENTS

These Bylaws and any portion thereof may be amended, altered, or repealed by the affirmative vote of two-thirds of the membership either present or by proxy; and voting at an annual meeting or special meeting.