

BYLAWS OF CHELSEA ATHLETIC BOOSTERS, INC.

PURPOSE

The Corporation shall operate exclusively for charitable and educational purposes, as those terms are used in Section 501(3) of the Internal Revenue Code of 1954 and corresponding provisions of future Revenue Acts. Such charitable and educational purposes shall include, but not be limited to, the following:

A. Promote and encourage athletics among the student body of the Chelsea School District, Washtenaw, and Jackson Counties, Michigan.

B. Develop and encourage a better understanding in the public of the value of athletics to our community.

C. Raise and distribute funds, as may be necessary, to assist in the interscholastic athletic program, including extracurricular activities administered by said school district in accordance with Chelsea School District policy and guidelines.

D. Support, promote and maintain a high standard of integrity and good sportsmanship in all athletic activities of the school district.

E. Assist in holding down expenses by providing volunteer services for athletic game administration and special projects.

F. Hold title to personal property, tangible and intangible, to sell, exchange, deliver, receive and distribute such property.

It is not the purpose of the Chelsea Athletic Boosters, Inc., and it shall have no power or authority to interfere, in any way or manner, directly or indirectly, with the school administration of the Chelsea School District, or its coaches and their policies. All acts and doings of the corporation shall be in strict conformity with the rules and regulations of the Chelsea School District and the Michigan High School Athletic Association.

The corporation is organized and separate on a nondiscriminatory basis and shall provide services to all students of the Chelsea School District without regard to race, creed, sex, or national origin.

In the event of the dissolution of this corporation, all the assets of the corporation will be distributed to the Chelsea School District.

ARTICLE I OFFICES

The principal office of the corporation in the State of Michigan shall be located at the Chelsea School District.

ARTICLE II **MEMBERS**

Section 1. Annual Meeting

The annual meeting of the members shall be held on the third Wednesday of May in each year, at the hour of 7:30 p.m., for the purpose of electing the directors of the corporation, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Michigan, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings

A special meeting of members may be called by the Board of Directors, for any purpose or purposes as identified by a posted agenda.

Section 3. Place of Meeting

The Executive Board of Directors may designate any place, either within or without the State of Michigan as the place of meeting for the annual meeting or any special meeting called by the Executive Board of Directors. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Michigan.

Section 4. Notice of Meeting

Written notice of the time, place, and purposes of the meeting of the members shall be given not less than ten (10), nor more than sixty (60), days before the date of the meeting, either personally or by mail, to each member of record (program representatives) entitled to vote at the meeting. When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting. The time and place to which the meeting is adjourned will be announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting.

Section 5. Membership

Membership in this corporation shall be open to persons who are at least eighteen (18) years of age, and residents of the Chelsea School District. Membership shall be open to all persons without regard to race, creed, sex or natural origin, and all members shall be entitled to office opportunities on an equal basis.

ARTICLE III

EXECUTIVE BOARD OF DIRECTORS

Section 1. General Powers

The business affairs of the corporation shall be managed by its Executive Board of Directors.

Section 2. Number, Tenure, and Qualifications

The Executive Board shall consist of eight (8) members whose positions are the President, Vice President, Executive Trustee, Secretary, Treasurer, Director of Athletics, and two (2) Trustees elected by the voting membership at its annual meeting or at a special meeting called for that purpose. Each director shall hold office until the next annual meeting of members and until his/her successor has been elected. The President, Vice President and Executive Trustee shall be elected every year. One (1) Trustee shall be elected in even numbered years. The Secretary, Treasurer and one (1) Trustee shall be elected in odd numbered years. The Athletic Director is appointed annually by the Board of Education of Chelsea Schools.

Section 3. Vacancies

A vacancy occurring in the Executive Board shall be filled by the affirmative vote of a majority of the remaining directors, only until the next election of the directors by the voting members.

Section 4. Place and Notice of Meetings

Regular or special meetings of the Executive Board may be held either within or without the State. A regular meeting of the Executive Board of Directors shall be held without notice and at the same place as the annual meeting of members. The Executive Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. A special meeting of the Executive Board of Directors may be called by or at the request of the President, or any Executive Director. The person or persons authorized to call a special meeting of the Executive Board of Directors shall fix the place for holding any special meeting of the Executive Board of Directors called by them. Notice of any special meeting shall be given at least five (5) days previous thereto by notice delivered personally or mailed to each Executive Director at his business address. A member of the Executive Board of Directors may participate in a meeting of the Executive Board by means of conference, telephone, or other similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 5. Quorum and Vote of Executive Directors

A majority of the members of the Executive Board then in office shall constitute a quorum for the transaction of business. The Executive Board of Directors may transact business for the purpose of day-to-day operation up to five thousand dollars (\$5,000.00).

Section 6. Compensation

By resolution of the voting members, each Executive Director may be paid his or her expenses incurred in pursuit of club business.

Section 7. Presumption of Assent

A director of the corporation who is present at a meeting of the Executive Board of Directors at which action on any corporation matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his written dissent to such action with a person acting as the secretary of the meeting, before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV **VOTING MEMBERS**

Section 1.

The Executive Board, team representatives of all varsity recognized programs at Chelsea High School, and an athletic training representative shall be voting members. Each varsity recognized program shall have 1 vote to be cast by a team representative.

Section 2.

The vote of the majority of the voting members present at a meeting constitutes action.

Section 3.

Amendments or changes to the Bylaws require the vote of the voting members. Not less than thirty (30) days' notice shall be given to all voting members to amend or change any constitutional Bylaw.

ARTICLE V **OFFICERS**

Section 1. Number

The officers of the corporation shall consist of President, Vice President, Executive Trustee, Secretary and Treasurer.

Section 2. Election and Term of Office

The President, Vice President, and Executive Trustee, elected by the voting membership, shall hold office for a one (1) year term. The Secretary, Treasurer, and Trustees elected by the voting membership, shall each hold office for a two (2) year term.

He or she is elected or appointed until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. An officer has such authority and shall perform such duties in the management of the corporation as may be provided by these Bylaws or determined by resolution of the Executive Board not inconsistent with these Bylaws.

Section 3. Removal and Resignation

An officer elected or appointed by the voting members may be removed by a majority vote of the voting members with or without cause. An officer may resign by written notice to the corporation; such resignation is effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation.

Section 4. Vacancies

A vacancy in any office because of death, resignation, disqualification, or otherwise, shall be appointed by the Executive Board of Directors for the unexpired portion of the term.

Section 5. President

The President shall be the principal executive officer of the corporation and, subject to the control of the Executive Board of Directors, shall in general supervise and control the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the members and the Executive Board of Directors. He or she may sign, with the secretary or any other proper officer of the corporation hereafter authorized by the Executive Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall

be expressly delegated by the Executive Board of Directors or by these Bylaws to some other officer or agent of the club, or shall otherwise be required by law, and in general shall perform other duties as may be prescribed by the Executive Board of Directors from time to time.

Section 6. Vice President

The Vice President shall act as an assistant to the President and under his or her direction. He or she shall perform the duties and exercise the powers of the President during the absence or disability of the President. The Vice President shall be subject to the control of the President and shall have such additional powers and duties as may be assigned by the Executive Board of Directors.

Section 7. Executive Trustee

The Executive Trustee shall act as an advisor to the President and under the President's direction. He or she shall perform the duties and exercise the powers of the Vice President during the absence or disability of the Vice President. The Executive Trustee shall be subject to the control of the President and shall have such additional powers and duties as may be assigned by the Executive Board of Directors.

Section 8. Secretary

The Secretary shall keep the minutes of the proceedings of the members and of the Executive Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the Bylaws and as required by law, be the custodian of the corporation records and see to the proper execution of all documents for and on behalf of the corporation when he or she is duly authorized by the Executive Board of Directors, keep a register of the post office address of each voting member, and in general perform all of the duties incident to the office of Secretary and such other duties as shall from time to time be assigned to him or her by the President or by the Executive Board of Directors.

Section 9. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as may be from time to time assigned to him or her by the President or by the Executive Board of Directors. If required

by the Executive Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and amount and with such surety or sureties the Executive Board of Directors shall determine. The Treasurer shall file annually Form 990, or similar return, with the Internal Revenue Service and the Michigan Annual Report forms, and such other forms as shall be necessary to maintain the exempt and nonprofit status of the corporation.

ARTICLE VI

CONTRACT, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Executive Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, either generally or in specific instances.

Section 2. Loans

All loans and evidences of indebtedness shall be contracted for and on behalf of the corporation and issued in its name only upon authorization of the Executive Board of Directors.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers as determined by the Executive Board of Directors.

Section 4. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation at the depository as the Executive Board of Directors determines.

Section 5. Receipts and Reimbursements

Any expenditure of Boosters funds from any account, including individual program accounts, must be accompanied by an official receipt and/or invoice. All requests must be approved and pre-approved by the Athletic Department and Head Coach. Reimbursement must be

required within ninety (90) days of approval. Any receipt or invoice presented after ninety (90) days must be approved by the voting membership.

ARTICLE VII **FISCAL YEAR**

The fiscal year of the corporation shall commence on July 1 and end on June 30 every year.

ARTICLE VIII **WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws, under the provisions of the Articles of Incorporation or under the provisions of the Michigan Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the date and time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE IX **AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws require the vote of the voting members. Not less than a thirty (30) days' notice shall be given to all voting members to amend, alter, or repeal any constitutional Bylaw.

Dated: October 2011