

CHESAPEAKE HIGH SCHOOL ATHLETIC BOOSTERS ASSOCIATION, INC.
BYLAWS

ARTICLE I: NAME

The name of the Corporation shall be Chesapeake High School Athletic Boosters Association, Incorporated. The address of the Corporation shall be Chesapeake High School, 4798 Mountain Road, Pasadena, Maryland, 21122.

ARTICLE II: PURPOSE

The purpose of the Corporation shall be:

1. To support and assist financially in the athletic program at Chesapeake High School.
2. The Corporation is a non-profit organization, organized exclusively for charitable purposes within the meaning of Section 501 (C) of the United States Internal Revenue Code, and no part of its earning of income shall inure to the benefit of any private person or individual. In the event of termination or dissolution of the Corporation for any reason whatsoever, its net assets shall be dedicated to the athletic fund of Chesapeake High School of Anne Arundel County.
3. All control of athletic policies shall reside with the Chesapeake High School officials.
4. The Corporation adheres to a policy of gender equality. All efforts will be made to provide for gender equality where applicable and within a framework of common sense and fairness to all sports.

ARTICLE III: TAX EXEMPTION PROVISIONS

1. This organization is organized and operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code.
2. Upon dissolution of this organization, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organization under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.
3. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this organization shall be limited to reasonable amounts.
4. No substantial amount of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this organization shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV: MEMBERSHIP

1. Eligible members include the parents and/or guardians of current CHS student athletes participating in a sports program at Chesapeake High School; faculty and/or coaches at CHS; alumni of CHS and/or their spouses; and members of the local community.
2. The membership fees shall be established by the Board of Directors annually, at the final meeting of each academic year.
3. The coach of any sport may request that a family or student athlete be granted a waiver of the required fees. Such request shall be approved by the Athletic Director. Upon such approval, the books and records of the CHSABA shall be maintained in such a manner as if such family had paid the applicable dues.
4. Each CHSABA member in good standing shall be entitled to one vote at the Annual Meeting and any special meetings of the Members. To be in "good standing", a member must have paid the applicable membership fee and not otherwise owe any money to CHSABA.

ARTICLE V: BOARD OF DIRECTORS

1. The Board of Directors shall be composed of the elected officers of CHSABA, the Chairpersons of the Concessions and Advertising Committees, and the representatives from each sports program. No person shall vote more than one office or position on the Board of Directors.
2. During the month of May, after the election of the Officers, the current Directors of each of the sports programs shall nominate team representatives to serve as Directors for the full term of the next school year. The head coach of the sports programs that the new Director is to represent shall approve or reject the new Director representing that particular team within 10 school days. If the nomination is not approved, the head coach will have 5 school days to appoint a new Director to represent the sports program. If neither the head coach nor the Athletic Director notifies the Secretary of the appointment of a Director within the 5-day period, a majority of the newly elected officers will appoint the Director.
3. The new Directors shall serve a term, beginning on July 1 and ending when they have been replaced. The Directors shall be responsible for specific tasks and duties as required by CHSABA.
4. A sports program may have more than one Director, at the head coach's discretion; however, only one shall be permitted to vote on behalf of that sports program at any meeting. The principle of one, vote per team shall apply.
5. The Directors may, at any time, remove any director by a majority vote of the entire Board of Directors, and may elect a successor to fill any resulting vacancy for the balance of the term of

the removed director. Any director whose removal is being considered shall be given an opportunity to be heard at this meeting; however, such director will not be deemed a director for purposes of determining the existence of a quorum at the removal proceedings.

ARTICLE VI: OFFICERS

1. The Corporation shall consist of four (4) Officers; President, Vice President, Secretary and Treasurer.
2. All Officers will be elected at the May meeting from among the general membership, by a majority of the eligible voters in attendance, to serve without compensation for one (1) year, from July 1 to June 30, or until a successor shall be elected, with the exception of the Athletic Director.
3. Officers shall not receive any stated salaries for their services in such capacity, but may receive reimbursement for expenses incurred in carrying out the duties and responsibilities of his or her office.

ARTICLE VII: DUTIES OF OFFICERS

The Officers of the Corporation shall have the following duties:

1. President: The President shall be the Chief Executive Officer of the Corporation and shall have the supervision, direction and control of duties and functions of the Board. The President shall preside at all meetings of the Board and general membership, shall sign, as President, all contracts and other instruments of writing, which shall have first been approved by the Board, and shall countersign all checks.
2. Vice President: The Vice President, in the absence of the President, or in the event of the President's inability or refusal to act, shall perform the duties of the President and when so acting shall be subject to all restrictions of the office of President and shall have all of the powers of that office. The Vice President shall have such other duties and powers as prescribed from time to time by the Board.
3. Secretary: The Secretary shall keep, or cause to be kept, a record of minutes at such places as the Board may direct, or all meetings of the Board and membership, including the time and place of meetings. The Secretary shall give, or cause to be given, notice of all meetings and shall have such other duties and powers, as prescribed from time to time by the Board.
4. Treasurer: The Treasurer shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit all monies and valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board and shall render to the President and the members of the Board upon request an account of all transactions and the financial position and condition of the Corporation. The Treasurer shall submit a written report at each monthly meeting and a written year-end report to the President at the end of the fiscal year. The Treasurer shall have such other

powers and duties as prescribed from time to time by the Board. The Treasurer's report shall be subject to audit by a committee designated by the Board.

- a. Two (2) persons are to sign checks at all times. They shall be the Treasurer and the President, or any two (2) of the following: Treasurer, President and/or Vice President.
- b. The President, Vice President and Treasurer, who are authorized to sign checks, shall be bonded in the amount of five thousand dollars (\$5,000.00) each.

ARTICLE VIII: COMMITTEES

The Corporation shall have the following standing committees and each other committees as the President shall deem necessary. The chairperson of each committee shall be appointed by the President from the Board of Directors and/or the general membership. Each chairperson is to serve for one (1) year or until a successor is appointed. The committees are as follows:

1. Publicity Committee
2. Ways and Means Committee
3. Membership Committee
4. Nominating Committee
5. By-Laws Committee
6. Concessions Committee
7. Scholarship Committee
8. Advertising Committee
9. Audit Committee

ARTICLE IX: EXECUTIVE COMMITTEE

1. The Executive Committee shall include the President, Vice President, Treasurer and Secretary along with the Chairpersons of the Advertising and Concessions Committees.
2. During the interval between the meetings of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by law, by the articles of incorporation or by resolution of the Board of Directors.

ARTICLE X: MEETINGS

1. The annual meeting of the members for the purpose of electing officers, and for the transaction of such other business as may come before the meeting, shall be held during the month of May in each year on a date and hour specified by the Board of Directors, or such other date as the members may from time to time set.
2. Special meetings of the members may be called by the President and one other officer or by a group of members entitled to vote and representing not less than one-fifth of the membership vote. All members must be notified of the meeting as provided in Article X, Section 3.

3. Notice of the date and time of any meeting shall be posted on the CHS athletic department's website (www.chesapeakeathletics.org). Notice may also be given by any of the following means: personally, by telephone or other electronic device (including email) or mailed to each member at their residence address as it appears on the records of CHSABA. Notice by a means other than posting on the CHS athletic department's website must be given at least seven days prior to the meeting and a record of the means of delivery of such notice shall be entered into the minutes of the meetings.
4. Notice of the Annual Meeting or any special meeting posted on the athletic department website will be considered given to all members so long as the notice has been publicly viewable for not less than 48 hours prior to the beginning of the meeting. If mailed such notice shall be deemed to be given when deposited in the U.S. mail with postage thereon prepaid. If given by electronic means, such notice shall be deemed to be given when transmitted.
5. Neither the business to be transacted nor the purpose of any special meeting (or any annual or regular meeting if a special notice is given) need be stated in the notice, unless specifically required by statute or by these Bylaws. No notice of any meeting need be given by any member who attends, or to any member who, in writing executed and filed with the records of the meeting either before or after the folding of the meeting, waives such notice.
6. Ten members of CHSABA shall constitute a quorum for a meeting of the members. If quorum is not present at any meeting of the members, a majority of the members present shall adjourn the meeting, without further notice, to such later date as they may designate.
7. The Robert's Rules of Order, when not inconsistent with the Bylaws, shall govern the meetings of the CHSABA.
8. CHSABA shall keep minutes of each of its proceedings and a full account of all of its transactions.

ARTICLE XI: CONFLICTS OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XII: BOOKS AND RECORDS

1. The Board of Directors shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members. All books and records of the Corporation may be inspected by any member in good standing for any purpose at any reasonable time.
2. The fiscal year of the Corporation shall begin on the 1st day of July, of each year.
3. Sixty days following the close of each 12 month period, or more frequently as the Board of Directors sees fit, the Board of Directors shall authorize an audit of its books and records to be made either by an Audit Committee or outside auditor chosen by the members; provided, however, no officer of the Corporation, acting as such during the audited period, shall be chosen as a member of the Audit Committee. Such reports of audits are to be presented to the President, who will as soon as possible present it to the members of the Corporation at the next annual meeting, or a special meeting deemed necessary by the President.
4. The President of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a statement of the results of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the members and filed within 20 days thereafter at the principal office of the Corporation.

ARTICLE XIII: AMENDMENTS

Proposed amendments to the by-laws shall be published to the membership at least ten (10) days prior to the meeting at which action is contemplated. A majority of two thirds (2/3) of the members present will be required in order to effect an amendment.