

Spring Mills High School Athletic Boosters Club

Martinsburg, West Virginia

Bylaws

Article 1: Name and Structure

- 1) This organization shall be named the Spring Mills Athletic Booster Club, hereinafter referred to as SMABC.
- 2) The SMABC shall be designated as a not-for-profit organization pursuant to Section 501 (c)(3) of the US Internal Revenue Code or any state law, if applicable, designating such not-for-profit status as a division of Spring Mills High School and The Berkeley County School System.

Article 2: Mission Statement

The purpose of the SMABC is to exist as an organization of parents and community persons that is dedicated to:

- a) Supporting, encouraging and advancing the athletic program and related activities of Spring Mills High School, thereby generating school spirit, promoting good sportsmanship, establishing good character amongst its athletes and students and fostering camaraderie within the school community;
- b) promoting programs and projects to provide a strong, healthy and competitive athletic program for the school, and;
- c) financially supporting the athletic department, its programs and goals, including, but not limited to, the awarding of scholarships to those athletes that participate in a West Virginia Secondary Schools Activities Commission sport at Spring Mills High School.

Article 3: Relationship with the School

- 1) The SMABC shall not provide influence or direction in regard to the technical activities or policies of the school administration or of school officials who are in charge with the responsibility of conducting the athletic program of the school.
- 2) The SMABC, through its policies, actions and members' behavior will not violate the rules and regulations of the WVSSAC or in any way jeopardize membership of the school in said athletic association.
- 3) Support from the SMABC will be balanced between all Spring Mills High School teams, boys and girls alike, and act in accordance with the principles outlined in title IX and other applicable state and federal statutes governing equality in sports.

Article 4: Membership and Organization

- 1) The SMABC shall consist of a General Membership, a Board of Directors and Committee Chairpersons.

- 2) With regards to General Membership, any person interested in the purpose of the SMABC shall be eligible for membership upon completion of a membership application.
- 3) The Board of Directors may establish varying levels of membership.
- 4) The Board of Directors shall establish annual dues.
- 5) All members of the booster club are considered to be annual members from July 1st to June 30th of the following year.
- 6) General Members may participate in committees and activities established or approved by the Board of Directors.
- 7) Although not considered a member, the Spring Mills Coaching /Athletic Staff are encouraged to participate with the booster club without membership responsibilities, making all requests, if any, through the Athletic Director. Each athletic program is expected to have at least one representative for their sport at SMABC meetings.

Article 5: Executive Council

- 1) Board of Directors
 - a) The SMABC Board of Directors shall be vested with the authority to administer the day-to-day business and activity of the booster club. It will be the responsibility of the Board of Directors to approve the overall program of activities of the SMABC.
 - b) The Board of Directors shall be made up of six members consisting of five elected officers and the Spring Mills High School Athletic Director (or his/her designee). The five elected officers shall be: the President, Vice President, Secretary, Treasurer, and Sergeant-at-Arms. All six members have full voting rights.
 - c) Only SMABC members in good standing may be elected to the Board of Directors. The Athletic Director shall be exempt from this rule.
- 2) Committee Chair Council
 - a) The Committee Chair Council will consist of the following standing committee chairperson, nominated by the President, and approved by simple majority vote of the Board of Directors; Membership Committee Chairperson; Volunteer Committee Chairperson; Spirit Wear Committee Chairperson; Sponsorship Committee Chairperson; Concession Committee Chairperson, Sports Programs Chairperson and; Public Relations Committee Chairperson. Additional committees may be appointed as necessary. Each committee chairperson shall have full voting privileges.
 - b) A Committee may be chaired by two members and as such each will be designated as Co-Chairpersons. Although regarded as Co-Chairpersons, each person shall be fully responsible
 - c) For carrying out the duties of that committee chair as set forth below. As co-chairpersons they shall share one vote.
 - d) Only SMABC members in good standing may be elected to the Committee Chair Council.

Article 6: Duties of Board of Directors

- 1) Duties of the President:

- a) Serve as the Chief Executive Officer or the booster club subject to the policies and actions of the Board of Directors.
- b) Supervise and conduct all business and affairs of the Booster Club.
- c) Sign, on behalf of the SMABC, any contracts or other agreements, authorized by the Board of Directors, except in cases where execution is expressly delegated elsewhere or required by law.
- d) The President shall set the agenda for all meetings. In addition, the President shall preside over all Board of Directors meetings, General Membership meetings and Special Meetings.
- e) Create any additional committee(s), in addition to the standing committees, for specific short-term durations to aid in accomplishing the missions of the booster club.
- f) Nominate and secure chairpersons for all committees.

2) Duties of the Vice President:

- a) In the absence of the President, the Vice President shall assume the responsibilities of the President; when so acting, the Vice President shall have all powers of and be subject to all restrictions upon the President as outlined above.
- b) Be responsible for the coordination of the Booster Club's activities and programs with Spring Mills High School and with other groups and/or clubs within Spring Mills High School, if necessary.
- c) Be responsible for providing oversight of the Secretary's administrative records and the Treasurer's financial records, ensuring that such records are accurately maintained.
- d) Perform such duties as the President may prescribe.

3) Duties of the Secretary:

- a) The Secretary shall send out notice(s) of the Board of Directors meeting(s), all General Membership meetings and any Special meetings.
- b) Keep accurate minutes of the Board of Directors' meeting(s), General Membership meetings and any Special Meetings. This includes, but is not limited to, maintaining a record of all actions, policies, and/or directions set forth in any meetings as well as items to be followed up upon or future actions to be undertaken. The Secretary shall also electronically post meeting minutes to the general membership within ten business days of the meeting date.
- c) At each meeting, the Secretary shall read the meeting minutes of the previous meeting, unless the reading of the minutes are waived by a majority vote of the Board of Directors.
- d) Make available at each meeting an appropriate number of meeting minutes for members' review.
- e) Maintain, on file, a recorded copy of each meeting's minutes.
- f) Serve as the Custodian of the SMABC's records, attend to all correspondence and business pertinent to the office and perform other such duties as may be prescribed from time-to-time by the President.

4) Duties of the Treasurer:

- a) The Treasurer shall have charge and custody of and be responsible for all funds and financial records of the organization.
- b) Receive and give receipts for monies due or payable to the SMABC and deposit all such monies and/or the valuable effects in the name of the organization.
- c) Keep a record of all receipts and disbursements.

- d) At each meeting of the Board of directors, the Treasurer shall report on the expenditure of all booster club funds since the last meeting. The Treasurer shall submit said report to the Secretary for inclusion in the meeting minutes;
- e) In working with the Board of Directors and its committees, as well as the Athletic Director, the Treasurer shall prepare the Booster Club's annual budget;
- f) Prepare and submit financial reports to the general membership prior to the beginning of each sport's season (i.e., fall, winter, spring).

5) Duties of Sergeant-at-Arms:

- a) It is the duty of the Sergeant-at-Arms to keep order at all meetings.
- b) The Sergeant-at Arms may choose to guide meetings pursuant to Robert's Rules of Order, but is not mandated that these be strictly adhered to. In any event, order shall be maintained so that purposes and objectives of the SMABC can be met and business conducted with civility and respect.

6) Athletic Director (or designee):

- a) The Athletic Director shall act as the official liaison between Spring Mills High School and the SMABC.
- b) Provide to the Treasurer, by June of each year, a monetary request and guidelines to be included in the SMABC budget.
- c) Make all official requests to the SMABC on behalf of the Spring Mills High School athletic coaching staff.

Article 7: Duties of Committee Chair Council:

1) Duties of the Membership Chair:

The Membership Chairperson shall be responsible for coordinating the solicitation of new members and the maintenance of membership rolls. The Membership Chairperson will ensure that the Athletic Director has a current SMABC membership roster. The Membership Chairperson will also have the responsibility of overseeing proof of membership in the casting of ballots during Board of Directors elections and Appointed Council appointments.

2) Duties of the Concession Chair:

The Concession Chairperson shall be responsible for the coordination of all concession activities. This shall include, but is not limited to, event staffing, concession material purchases, concession material preparation (to be in compliance with local Health Department regulations), and the reporting of needs and concerns relating to concessions to the Board of Directors. The Concession Chairperson shall maintain an accurate accounting of all concession funds expended and collected for each event and shall make such available upon request of the Board of Directors.

3) Duties of the Sports Program Chairperson:

The Sports Program Chairperson shall be responsible for coordinating the publication of seasonal sports programs.

4) Duties of the Public Relations Chairperson:

The Public Relations Chairperson shall have the responsibility of gathering, preparing and distributing publicity on Spring Mills High School sports' activities to the local news media and other appropriate avenues of publicity.

5) Duties of the Volunteer Chairperson:

The Volunteer Chairperson shall be responsible for coordinating, planning and scheduling volunteers for athletic department functions, activities and events.

6) Spirit Wear Chairperson:

The Spirit- Wear Chairperson shall be responsible for all aspects of dealing with the Spirit Wear associated with the Athletic Department. In conjunction with the Board of Directors, the Spirit Wear Chairperson shall determine which events and at what venues Spirit Wear will be available; this includes the responsibility of providing inventory and staffing for determined events. In addition, the Spirit Wear chairperson shall be responsible for the solicitation of vendors and any negotiations therewith. He/She shall maintain an inventory of spirit wear. Finally, it is the responsibility of the Spirit Wear Chairperson to ensure that spirit wear associated with either the SMABC or the Spring Mills Athletic Department conform with all copyright rules and regulations pursuant to state and federal law and ensure proper use of any logos and/or designs.

7) Sponsorship Chairperson:

The Sponsorship Chairperson shall obtain and coordinate business sponsorships for the SMABC. The purpose of sponsorships is to benefit the whole of the SMABC whereby the sponsoree shall receive advertising benefits that may be, but not limited to, the display of banners and the like both inside and outside Spring Mills High School fields, gymnasiums, and stadiums.

Article 8: Election of the Board of Directors

- 1) The Board of Directors shall be elected on an annual basis. There will be a two-term limit on any position. In the event of filling a vacancy, partial terms do not apply to that period of time.
- 2) The election process is as follows:
 - a) Candidates for each office will announce their intentions to the general membership at the April General Meeting.
 - b) Candidates for each office will have the opportunity to speak to the general membership at the May General Meeting. A written election ballot will take place by the general membership. Proof of membership is required to cast a ballot. Members must be present to vote and no proxies will be allowed. If a member is unable to attend, yet desires to vote, an absentee ballot may be obtained from the Athletic Department.
 - c) The integrity of the election process shall be ensured by a three person committee made up general members. In the event that the three general members are not available or do not come forward, the President shall then appoint three members not seeking an elected office to ensure that the accuracy and integrity of the election process is maintained.

- d) New Officers shall be inducted at the June General Meeting and assume their duties on July 1.
- e) In the event that no candidates for a specific office announce their intentions to run for office at the April General Meeting, the sitting officer has the option to remain in office in excess of the two-term limit. If the officer chooses not to remain in office, the remaining members of the Board of Directors shall elect, by simple majority vote, a person to fill the position.
- f) In order to ensure a timely start- up of the SMABC, for the purposes of the initial start-up or commencement of the SMABC, the time line shall be as follows:
 - i) The payment of dues is waived for this process.
 - ii) Candidates shall make it known, either to the Athletic Director or those present at any scheduled meeting, that they desire a position on the Board of Directors.
 - iii) The Athletic Director shall provide notification of such intentions to the known rosters of potentially interested general members during the second week of April either electronically or at a scheduled meeting.
 - iv) A vote shall take place during the fourth week of April to elect the Board of Directors by those in attendance at a scheduled meeting. Notification of this meeting shall be provided by the Athletic Director no later than seven days prior to its taking place.
 - v) The Board of Directors shall be sworn in on May 1 and shall commence their terms and duties at the time whereby committee chairpersons shall be elected forthwith.

Article 9: Resignation or Removal

- 1) Any Board of Director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in such written notice, such resignation shall take effect immediately. When a board member resigns, the remaining members of the Board of Directors may, by majority vote, elect a successor who will serve until the next annual elections are conducted.
- 2) Removal. For any act inconsistent with the best interest of the SMABC, the Board of Director who committed such act shall be removed from the office upon the super majority (2/3) vote of the remaining Board of Directors present at a regular meeting, or at a special meeting called for such purpose.

Article 10: Vacancies

- 1) Vacancies of elected officers on the Board of Directors. The remaining members of the Board of Directors shall elect, by simple majority vote, a person to fill the un-expired term. The partial term will not count against the two-term limit.
- 2) Vacancies of Committee Chairpersons. The Board of Directors will fill vacancies of the Committee Chair Council.

Article 11: Meetings

- 1) The SMABC Board of Directors shall hold a General Membership meeting on the first Tuesday of every month at 7pm to conduct regular business, with the exception of December and July whereby meetings may or may not be held as determined by necessity.
- 2) The primary purpose of the June meeting shall be for committee organizational purposes for the coming year.
- 3) The August meeting will be designated the Annual Meeting.
- 4) All meetings should include a review of the minutes of the previous meeting, presentation of current financial report, reports from the active committee members, old and new business.
- 5) Meetings shall be presided over by the President. The Vice President or the Treasurer may preside in the absence of the President.
- 6) Special meetings may only be called and attended by the Board of Directors. Any action taken must be approved by a super majority (2/3) vote of the Board of Directors.
- 7) Special Meetings shall be convened within five days of receipt of such requests. Notices of Special Meetings shall state the purpose of which the meeting is being called.
- 8) A meeting must have four Board of Directors and four Committee Chairpersons present in order to constitute a quorum. The President shall vote only in the event of a vote resulting in a tie.
- 9) Each athletic program is entitled to one vote by the coach or their designee who must be present and a member in good standing of the SMABC.
- 10) All votes for transaction of SMABC business shall be by a simple majority of those present except for votes relevant to Articles 5B and 7 of these bylaws.
- 11) Board of Directors Officers are expected to attend all meetings. In the event that a Board of Director Officer is going to be absent, they should designate someone to represent them on their behalf. However, this representative may not vote on their behalf. Excessive absences by any Board of Director member may require that the officer be replaced for the good of the organization.

Article 12: Order of Business

The suggested order of business for all meetings should be in accordance with the following outline:

- Call to order and determination of a quorum;
- Reading of minutes of previous meeting and approval of same;
- Treasurer's Report;
- Correspondence/Bills;
- Reports from the Board of Directors;
- Committee Chairpersons Reports;
- Old Business;
- New Business;
- Announcements and Calendar;
- Adjourn.

Article 13: Finances

- 1) The SMABC is organized as a non-profit organization pursuant to Section 501(c)(3) of the Internal Revenue Code. No member shall have any legal or equitable ownership in any of its funds or property.
- 2) No part of the net earnings of the SMABC shall inure to the benefit of, or be distributable to its members, trustees, officers or other private person, except that the SMABC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article 2 hereof.
- 3) All funds expended by the SMABC must be approved by the vote of the Executive Council.
- 4) The SMABC shall not incur debt or deficits unless a good faith loan is obtained for capital improvements to the athletic facilities at Spring Mills High School as approved by the Principal, Athletic Director and super majority vote of the Executive council of the SMABC.
- 5) The Treasurer shall prepare all checks drawn on the SMABC accounts. All checks drawn from the SMABC's bank accounts must have the approval of the Board of Directors. All checks drawn from the SMABC accounts must have the signature of two of the three specified officers of the Board of Directors. The Vice president is authorized to prepare checks in the Treasurers absence.
- 6) All projects proposed by the Spring Mills High School coaching staff requiring financial obligation from the SMABC will be presented to the Board of Directors by the Spring Mills High School Athletic Director. No funds shall be expended for the purchase of athletic equipment and supplies unless requested through the Athletic Director.
- 7) All Spring Mills High School team coaches seeking support from the SMABC should ensure that their own fundraising activities should be coordinated through the SMABC to prevent conflicts and duplication of efforts.
- 8) SMABC funding for Spring Mills High School athletic activities shall follow a three step approval process as outlined:
 - Step 1: Any request for funds made by coaches or others to the SMABC must be made through the Athletic Director's office.
 - Step 2: The Athletic Director shall present ALL requests for funds made by the coaching staff to the Executive Council along with a recommendation to approve or disapprove such request. Coaches will also have the opportunity to address and advocate their requests when presented by the Athletic Director;
 - Step 3: The Executive Council will then vote to approve or disapprove each request.
- 9) All funds collected for the SMABC by members shall be deposited within three days, in a bank account approved by the Board of Directors, by the President, Vice President or Treasurer.

- 10) A funding plan will be submitted by the Athletic Director at the April meeting. The budget shall normally be voted on at the May meeting and funds disbursed by the end of June. Budgets may be changed by a vote of the Board of Directors. Funds cannot be transferred to other items without the approval of the Board of Directors. The Athletic Director shall provide an accounting to the Board of Directors upon request.
- 11) Total expenditures cannot exceed approved total budgeted amount without the approval of the Executive Council. Unused funds cannot be applied to other items without the approval of the Board of Directors.
- 12) An annual audit by one or more non-Board Member shall be required. The incoming Board of Directors shall select the auditors. The incumbent Treasurer is required to submit a detailed report at the end of each year to the auditors. A formal letter by the auditor or auditors shall be standard procedure expressing the findings and filed in the records of the SMABC.
- 13) If, at any time, the Executive Council approves funding that would put the Spring Mills High School Athletic Department in violation of Title IX, or of any other state statute, the Executive Council shall be notified immediately by the Athletic Director of the violation and at that time the funding will be placed on hold until funds required to bring the athletic department into compliance will be allocated or the funding proposal is withdrawn from consideration.

Article 14 Amendments

These bylaws may be amended by a super majority vote (2/3) of the Executive Council. Any proposals for amendments of these bylaws must be made, in writing, to the members of the Board of Directors at least five days prior to a meeting of the Board of Directors.

Article 15 Indemnification

1. Any person who was or is a party to any threatened, pending or completed civil, criminal, administrative, arbitrative or investigative action, suit or proceeding (other than an action by or in the right of SMABC), by reason of the fact that he/she is or was a director, officer or agent of the SMABC, shall be indemnified by the SMABC against expenses actually and reasonably incurred by him/her or imposed upon him/her in connection with such action, suit or proceeding if he/she acted in good faith and in the manner he/she reasonably believed to be in or not opposed the best interests of the SMABC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. As used in this Article, the term "expenses" shall include all obligations incurred by such person for the payment of money including, without limitation, attorney's fees, judgments, awards, fines, penalties and amounts paid in satisfaction of judgment or in settlement of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that such person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the SMABC, and with respect

to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

2. The SMABC shall indemnify any person who was or is a party to any threatened, pending or complete action or suit by or in the right of the SMABC to procure judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the SMABC, or is or was serving at the request of the SMABC as a director, officer, employee or agent of another SMABC, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be or not opposed the best interest of the SMABC and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the SMABC unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.
3. To the extent that a director, officer or agent of the SMABC has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses actually and reasonably incurred by him/her in connection therewith.
4. Any indemnification under Sections 1 and 2 above (unless so ordered by a court) shall be made By the SMABC only as authorized in the specific case upon a determination that indemnification of the director, officer, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2 above. Such determination shall be made by (a) by the Board of Directors by majority vote of a quorum of its members who are not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, a quorum of disinterested members so directs, by independent legal counsel in a written opinion.
5. Expenses incurred in defending an action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the SMABC in advance of the final disposition of such action suit or proceeding as authorized in the manner provided in Section 4 above upon receipt of an undertaking by or on behalf of the director, officer or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the SMABC as authorized in this Article.
6. The SMABC shall have the power to make any other or further indemnity, including criminal proceedings, to any person referred to in this Article that may be authorized by the Articles of Incorporation of these Bylaws, except an indemnity of gross negligence or willful misconduct. Each such indemnity shall continue as to a person who has ceased to have the capacity referred To in this Article and may inure to the benefit of the heirs, executors and administrators of such

a person .

7. The SMABC shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer or agent of the SMABC, or is or was serving at the request of the SMABC as a director, officer or employee or agent of another SMABC, partnership or joint venture, trust or other enterprise against any liability asserted against him/her incurred by him/her any such capacity arising out of his/her status as such, whether or not the SMABC would have power to indemnify him/her against such liability under this Article.
8. The provisions of this Article shall apply to any member of any committee appointed by the Board of Directors as full as though such persons had a director, officer or agent of the SMABC.

Article 16: Dissolution

Upon dissolution of the SMABC, all assets shall become the property of the Spring Mills High School Athletic Department.